

County of Loudoun
Department of Planning
MEMORANDUM

DATE: August 12, 2010

TO: Ginny Rowen, Project Manager
Land Use Review

FROM: Sarah Milin, Senior Planner
Community Planning

SUBJECT: ZCPA 2009-0008 and ZCPA 2009-0009, Arcola Center – The Shops
and Arcola Center 2nd Referral

EXECUTIVE SUMMARY

The original submission proposed to amend the approved proffers and Concept Development Plan (CDP) of ZMAP 2005-0035, Arcola Center – The Shops and ZMAP 2006-0015, Arcola Center in order to alter the approved residential/commercial development phasing of Arcola Center, the timing of proffered transportation improvements and contributions for both projects, and the typical yard details for townhouse lots depicted on Sheet 11 of the Arcola Center CDP. In the first Community Planning referral, staff supported the proposed minor changes and deferred to the Office of Transportation Services (OTS) and the Virginia Department of Transportation (VDOT) regarding the proposed transportation-related amendments.

The second submission includes three additional proffer amendments for Arcola Center to allow: (1) R-District residential buildings with only parking and/or non-occupied space on the ground floor to include up to three stories of residential space above the ground floor; (2) the development of either one large community clubhouse and pool or two smaller clubhouses and pools; and (3) off-site non-retail commercial floor area to be built by the Applicant to be used to partially or wholly satisfy the Phase 1 zoning permit and Phase 2 construction commercial/residential linkage commitments. Staff has only minor issues regarding first two proposed proffer amendments as detailed in this referral; however, staff recommends that the third proposed amendment be removed.

ANALYSIS OF NEW AMENDMENTS

Staff offers the following specific comments to the proposed changes requested with the second submission.

Attachment 1 A

A-1

1. Residential Building Heights

The Applicant proposes to amend the proffered commitments for residential buildings heights approved with ZMAP 2006-0015, Arcola Center. Specifically, the current commitment states that all residential buildings will be limited to three stories in height. The proposed changes, which would apply to the R-16 and R-24 zoning districts, would allow up to three stories of occupied residential space above the ground floor when parking areas and/or other non-occupied space is provided. The proposed amendments further state that all other residential buildings will be limited to three stories in height.

The Arcola Area/Route 50 Corridor Plan states that within the Route 50 corridor, the County supports residential uses at a maximum of three stories in height (Revised General Plan, Chapter 6, Arcola Area/Route 50 Corridor Plan, General Policy 9). Although the proposed amendment would allow four-story residential buildings to be constructed within Arcola Center, it limits occupied residential space to three stories, in general conformance with these policies. Furthermore, incorporating parking garages within residential buildings in the R-16 and R-24 zoning districts could further other planning objectives, for example by reducing impervious surfaces that would otherwise be used for surface parking. Additional information and possibly commitments should be provided to ensure that the proposed change would not detrimentally impact the overall character of the approved development. The Plan calls for garages to generally be set back from the front façade of the dwellings and/or provided in the back with alleyway access to ensure a pedestrian-friendly streetscape (Revised General Plan, Chapter 11, Residential Neighborhoods Design Guidelines).

Staff has no major issues with the proposed amendment regarding residential building heights but recommends that additional information and/or commitments be provided as described above.

2. Size and Number of Community Centers and Swimming Pools

The Applicant also proposes to amend the Arcola Center proffers to allow flexibility regarding the size and number of the community amenities provided in the R-8, R-16 and R-24 districts. Specifically, the approved proffers call for the development of two community clubhouses (each with a minimum of 2,000 square feet) and two swimming pools (also a minimum of 2,000 square feet) in the R-8 and R-24 zoning districts. The proposed amendment would allow the Applicant to construct one or two community clubhouses and swimming pools within one or more of the R- zoning districts, each with a minimum area of 4,000 square feet. The proposed changes would retain the phasing and cumulative size of these community amenities as approved.

The Revised General Plan envisions that high-density residential neighborhoods will include larger public facilities such as parks and community centers in order to set them apart from other communities. The Plan also calls for open space and active recreational uses, which includes swimming pools, to be located where all residents,

especially children, can easily walk to and enjoy the space (*Revised General Plan, Chapter 11, High Density Residential Neighborhoods Design Guidelines*). While staff has no issue with allowing one larger community center and swimming pool to be provided in lieu of two smaller facilities, additional assurances are needed that it will be located and within easy walking or biking distance of all residents it is intended to serve. For example, a single community center located at the fringe of the development could be less accessible and convenient than two smaller facilities within the neighborhoods.

Staff can support the proposed amendment regarding the size and number of community centers and swimming pools provided that the Applicant commits that if only one such community facility is provided, it will be located near the geographic center of the R- zoning districts to promote easy and convenient pedestrian and bicycle connections from all residences.

3. Off-site Commercial Floor Area

Lastly, the Applicant requests to amend the Arcola Center proffers so that the commercial use zoning permit requirement for Phase 1 and the commercial use construction requirement for Phase II may be satisfied off-site within the Dulles Trade Center West subdivision and an adjacent parcel north of Evergreen Mills Road.

As noted in the first referral, the proposed phasing plan does not fully comply with the Plan's intent for land use phasing within modified Business Communities in the Route 50 corridor in that office and/or light industrial uses are not the predominant component in each development phase. However, staff was able to support the initial revisions to Arcola Center's phasing plan as they were consistent with and did not deviate significantly from that approved by the Board of Supervisors in December 2007. The proposed amendment to allow off-site commercial floor area to count towards fulfilling the commercial development requirements for Phases 1 and 2 would result in the project further deviating from the Plan's intent. Specifically, it would allow a greater imbalance between residential and non-residential development within Arcola Center. The construction of off-site commercial development would also not contribute to the character of Arcola Center, a planned and approved Business Community. Lastly, staff notes that the proffer references parcels which either do not exist or are not included in the application.

Staff recommends that proposed Proffer III.G pertaining to the Off-Site Commercial Floor Area Option be removed from the application.

RECOMMENDATION

The majority of the proposed amendments to the approved Concept Development Plan (CDP) and proffers for ZMAP 2005-0035, Arcola Center – The Shops and ZMAP 2006-0015, Arcola Center appear to be supportable. Staff recommends that the Applicant provide further assurances that allowing ground-floor parking within residential buildings will not detrimentally impact the project's streetscape and that the community center

and swimming pool, should only one larger facility be provided, will be accessible and convenient to all residents. Staff also recommends that the proposed Off-site Commercial Floor Area proffer be removed from the application. Staff continues to defer to the Office of Transportation Services (OTS) and the Virginia Department of Transportation (VDOT) regarding the proposed transportation-related amendments.

As always, staff is available to meet with the Applicant to discuss any comments or questions.

cc: Julie Pastor, AICP, Planning Director
John Merrithew, AICP, Assistant Director

County of Loudoun
Department of Planning
MEMORANDUM

DATE: January 13, 2010

TO: Ginny Rowen, Project Manager
Land Use Review

FROM: Sarah Milin, Senior Planner
Community Planning

SUBJECT: ZCPA 2009-0008, Arcola Center – The Shops
ZCPA 2009-0009, Arcola Center

EXECUTIVE SUMMARY

The applications propose to amend the approved proffers and Concept Development Plan (CDP) of ZMAP 2005-0035, Arcola Center – The Shops and ZMAP 2006-0015, Arcola Center. These applications established PD-CC-RC, PD-TC, PD-IP, R-24, R-16, and R-8 zoning districts on the approximately 391-acre property and allowed the development of up to 3,395,000 square of non-residential uses and 1,169 residential units. The site is located in the Dulles Community of the Suburban Policy Area and is designated by the Revised General Plan for modified Business and Industrial uses with Village Perimeter Transition Area and Destination Retail overlays.

The proposed amendments would alter the approved residential/commercial development phasing of Arcola Center, the timing of proffered transportation improvements and contributions for both projects, and the typical yard details for townhouse lots depicted on Sheet 11 of the Arcola Center CDP. Staff supports the proposed changes to the approved Arcola Center phasing plan and CDP as they are relatively minor in nature and do not result in significant deviations from that originally approved by the Board of Supervisors. Staff defers to the Office of Transportation Services (OTS) and the Virginia Department of Transportation (VDOT) regarding the proposed transportation-related amendments.

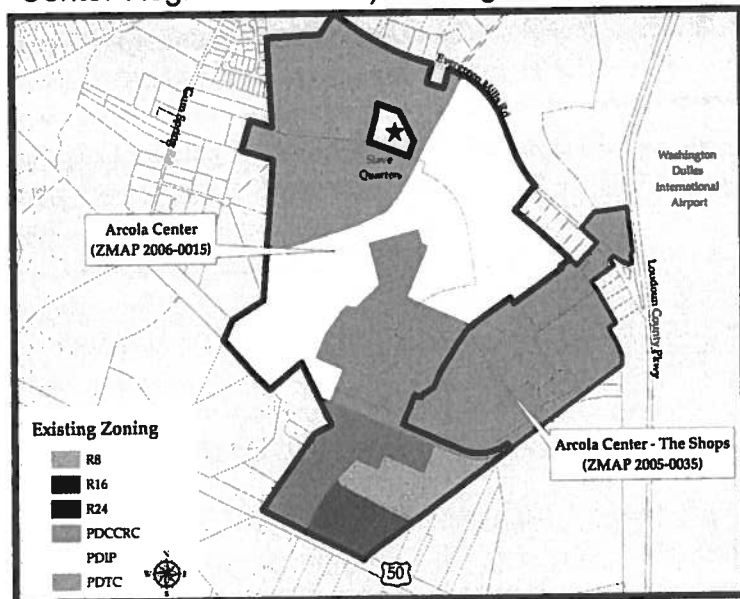
BACKGROUND

The Shops at Arcola Center LLC and Arcola Limited Partnership have submitted Zoning Concept Plan Amendments (ZCPAs) to amend the approved proffers of ZMAP 2005-0035, Arcola Center – The Shops and ZMAP 2006-0015, Arcola Center in order to change the approved residential/commercial development phasing of Arcola Center

and the timing of proffered transportation improvements and contributions for both projects. No changes to the previously approved Concept Development Plans (CDPs) are proposed with the exception of minor adjustments to the typical yard details for townhouse lots depicted on Sheet 11 of ZMAP 2006-0015, Arcola Center. The applications do not propose any changes to the location, amount, or density of approved uses, the land use mix, the alignment or extent of previously approved transportation commitments, or the level of any proffered commitments.

The original rezoning applications were approved in 2007 and divided the Arcola Center property into six zoning districts (see Approved Rezoning Applications map). The following summarizes these applications:

- **ZMAP 2005-0035, Arcola Center – The Shops:** Approved on June 19, 2007, this application rezoned approximately 79.6 acres to the PD-CC-RC (Planned Development- Commercial Center-Regional Center) zoning district for the development of up to 750,000 square feet of commercial uses. Approved Special Exception uses associated with the application included a bank with four drive-through lanes, an automobile service station, a hotel, and an accessory outdoor sales area.



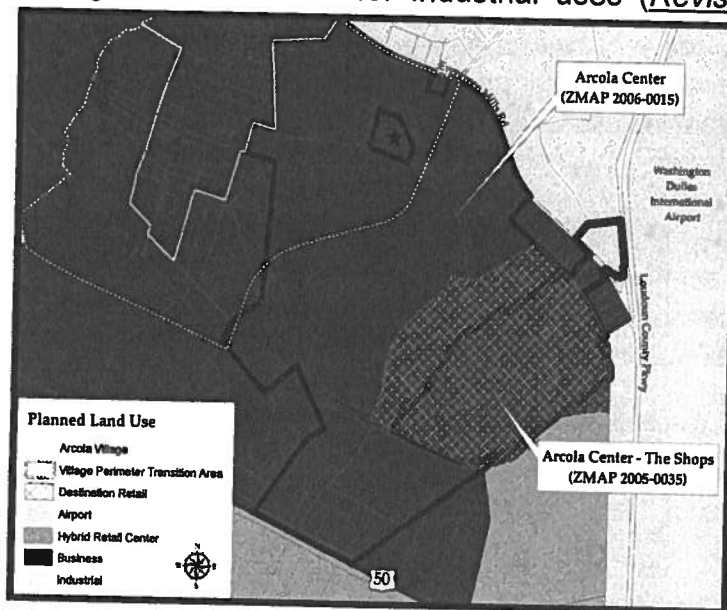
Approved Arcola Center Rezoning Applications

- **ZMAP 2006-0015, Arcola Center:** Approved on December 4, 2007, this application rezoned approximately 312.3 acres to the PD-TC (Planned Development – Town Center), PD-IP (Planned Development-Industrial Park), PD-CC-RC (Planned Development-Commercial Center-Regional Center), R-24 (Multifamily Residential), R-16 (Townhouse Multifamily Residential), and R-8 (Single Family Residential) zoning districts for the development of up to 1,169 residential units and 2,645,000 square feet of commercial and industrial uses. Approved Special Exception uses associated with the application included the development of office uses and two hotels in the PD-IP and PD-CC-RC zoning districts. Two public use sites were also dedicated to the County for a future elementary school and for the expansion of the historic Slave Quarter's site.

The Arcola Center property altogether contains approximately 391 acres and is located north of Route 50 (John Mosby Highway) and south of Evergreen Mills Road (Rt. 621), between Gum Springs Road (Route 659) and the Loudoun County Parkway (Route 606). The property has been used as a sod farm for over twenty years and much of the site consists of open grass fields. Most of the site is located within the Ldn 65 airport noise contour, with the remainder in the Ldn 60 noise contour. Surrounding uses include residential and industrial uses in the Village of Arcola to the west; the Arcola Methodist Church and low density residential and commercial uses to the north; the Washington Dulles International Airport and an approved retail center (Dulles Landing) to the east; and low density residential and industrial uses to the south.

COMPLIANCE WITH THE COMPREHENSIVE PLAN

The site is governed under the policies of the Revised General Plan, as amended by the Arcola Area/Route 50 Corridor Plan. The Revised Countywide Transportation Plan (CTP), the Countywide Retail Plan Amendment ('Retail Plan'), the Bicycle and Pedestrian Mobility Master Plan ('Bike/Ped Plan'), and the Route 50 Corridor Design Guidelines also apply. The site is located in the Dulles Community of the Suburban Policy Area and is planned for modified Business uses, with a small portion north of Evergreen Mills Road for Industrial uses (Revised General Plan, Chapter 6, Arcola



Planned Land Use
(Arcola Center outlined in black)

Area/Route 50 Corridor Plan, Planned Land Use Map). Two overlays are present on the property: a Village Perimeter Transition Area overlay and a Destination Retail overlay (see Planned Land Use map).

The Arcola Area/Route 50 Corridor Plan states that areas designated Business Community in the Route 50 Corridor are subject to the policies and land use mix ratios of Chapter 6 except as modified or supplemented by the Arcola Area/Route 50 Corridor Plan (Revised General Plan, Chapter 6, Arcola Area/Route 50 Corridor

Plan, Business Community General Policy 1). Overall, the Plan envisions that these areas will develop predominantly with office and/or light industrial uses. They may also feature housing and/or commercial/retail uses with the exception of those areas designated Destination Retail Overlay and Hybrid Retail Center, which are prohibited by policy from having a residential component. The County may support additional commercial retail and services uses within the modified Business area when specific

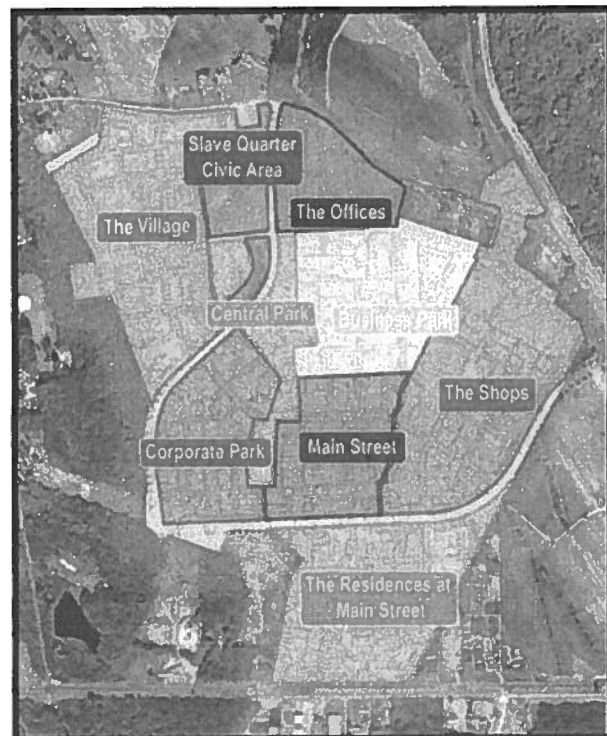
criteria are met. In addition, all of the uses will have a component of public/civic uses and parks and open space (Revised General Plan, Chapter 6, Arcola Area/Route 50 Corridor Plan, Business Community text).

The portion of the Arcola Center property containing a Destination Retail Overlay can be developed with either destination retail or Business Community uses (per its underlying designation) (Retail Plan, Policy 2, pg. 8). In addition, the Village Perimeter Transition Area is intended to provide a transition between the smaller scale uses and compact pedestrian-friendly design of the Village and the larger footprint retail and employment uses nearby (Revised General Plan, Chapter 6, Arcola Area/Route 50 Corridor Plan, General Policy 5). The portion of the property located within this area should function as an alternative shopping and working environment to the destination retail and large-scale employment uses planned to the east (Revised General Plan, Chapter 6, Arcola Area/Route 50 Corridor Plan, Village of Arcola and Village Perimeter Transition Area General Policy 2).

The proposed application has been reviewed under the Revised General Plan Suburban policies of Chapter 6 as amended by the Arcola Area/Route 50 Corridor Plan, specifically the land use phasing, economic development and transportation-related policies. Because the application does not propose changes to the amount, type, location, or design of approved land uses, staff has not analyzed the proposal for conformance with land use or Green Infrastructure policies as set forth in Chapters 5 and 6 of the Plan.

ANALYSIS

Arcola Center was approved as a comprehensive and balanced mixed-use community that included both residential and non-residential (office, light industrial, retail, and civic) uses. Nine general development components were approved with these applications: the Village, the Slave Quarter Civic Area, the Offices, Central Park, Corporate Park, Main Street, The Shops, and the Residences at Main Street (see Approved Development Components map). Although separate rezoning applications, ZMAP 2005-0035, Arcola Center – The Shops and ZMAP 2006-0015, Arcola Center provided land use phasing and transportation commitments that linked the two projects together and assured coordinated



Arcola Center Approved Development Components

development throughout the entire Arcola Center property.

According to the Statement of Justification, at the time the approved rezonings were under review by the County, it was anticipated that the planned regional shopping center ('The Shops') would be the first component of the Arcola Center property to be developed. As a result, the proffer statement associated with this application (ZMAP 2005-0035) committed to a disproportionate share of the regional road improvements needed for both projects. Furthermore, because of promising negotiations with major tenants for the shopping center and the Applicant's desire to provide an enhanced road network for the overall project, this application also committed to significant "up-front" road improvements on Dulles South Parkway, Hutchinson Farm Drive, a third westbound lane on Route 50, and turn lanes on Evergreen Mills Road regardless of whether these improvements were needed to address traffic generation and distribution requirements for that project. The subsequent Arcola Center rezoning application (ZMAP 2006-0015) built upon these road network commitments and the land use phasing plan was linked to the non-residential floor area anticipated in The Shops. However, the on-going financial crisis has caused significant delays in the development of The Shops, affecting the phasing of the various land use components and the extent of the infrastructure committed to each phase. The Applicant also wishes to "de-link" the Arcola Center project from The Shops to allow the projects to develop independently of each other.

Staff offers the following specific comments to the proposed changes.

1. Land Use Phasing

The Applicant proposes to amend the phasing plan approved with ZMAP 2006-0015, Arcola Center in order to eliminate the base requirement of 450,000 square feet of commercial uses in Arcola Center – The Shops in Phase 1, remove the requirement for a minimum amount of commercial construction with the Main Street area of Arcola Center in Phase 2, and allow for smaller proportionate increments of residential and commercial uses in each phase. The Arcola Area/Route 50 Corridor Plan states that the development of new residential uses within the Route 50 Business Community will be made contingent upon the prior or concurrent construction of light industrial or office uses to accomplish the following: (1) maintain the office and light industrial as the predominant uses on the property during each phase of development; and (2) best balance the fiscal costs and benefits of the project (Revised General Plan, Chapter 6, Arcola Area/Route 50 Corridor Plan, General Policy 11).

The following table compares the approved and proposed land use phasing plans for Arcola Center.

Table 1. Comparison of Approved and Proposed Phasing Plans

	Approved Phasing Plan (Proffer III, ZMAP 2006-0015, Arcola Center)		Proposed Phasing Plan (Proffer III, ZCPA 2009-0009, Arcola Center)	
	<i>Non-Residential Minimums (cumulative totals)</i>	<i>Residential Maximums (cumulative totals)</i>	<i>Non-Residential Minimums (cumulative totals)</i>	<i>Residential Maximums (cumulative totals)</i>
Phase 1	Zoning permits for 150,000 sf (of which, 112,500 sf non-retail) (commence construction of 450,000 sf retail in The Shops) (6% of total – Arcola Center; 17% of total – both projects)	Maximum 250 units (The Residences at Main Street area) (21% of total – Arcola Center)	Zoning permits for 150,000 sf (of which, 112,500 sf non-retail) (6% of total – Arcola Center; 4% of total – both projects) + <i>incremental phasing option</i>	Maximum 250 units (The Residences at Main Street area) (21% of total – Arcola Center) + <i>incremental phasing option</i>
Phase 2	Zoning permits for 275,000 sf (of which, 202,500 sf non-retail) (commence construction of 150,000 sf commercial, of which at least 100,000 sf in Main Street area) (10% of total – Arcola Center; 21% of total – both projects)	Maximum 450 units (38% of total – Arcola Center)	Zoning permits for 275,000 sf (of which, 202,500 sf non-retail) (commence construction of a total of 150,000 sf commercial) (10% of total – Arcola Center; 8% of total – both projects) + <i>incremental phasing option</i>	Maximum 450 units (38% of total – Arcola Center) + <i>incremental phasing option</i>
Phase 3	Zoning permits for 400,000 sf (of which, 292,500 sf non-retail) (commence construction of a total of 250,000 sf commercial) (15% of total – Arcola Center; 25% of total – both projects)	Maximum 650 units (56% of total – Arcola Center)	Zoning permits for 400,000 sf (of which, 292,500 sf non-retail) (commence construction of a total of 250,000 sf commercial) (15% of total – Arcola Center; 12% of total – both projects) + <i>incremental phasing option</i>	Maximum 650 units (56% of total – Arcola Center) + <i>incremental phasing option</i>
Phase 4	Zoning permits for 500,000 sf (of which, 382,500 sf non-retail) (commence construction of a total of 350,000 sf commercial) (19% of total – Arcola Center; 28% of total – both projects)	Maximum 850 units (73% of total – Arcola Center)	Zoning permits for 500,000 sf (of which, 382,500 sf non-retail) (commence construction of a total of 350,000 sf commercial) (19% of total – Arcola Center; 15% of total – both projects) + <i>incremental phasing option</i>	Maximum 850 units (73% of total – Arcola Center) + <i>incremental phasing option</i>
Phase 5	Zoning permits for 600,000 sf (of which, 472,500 sf non-retail) (commence construction of a total of 450,000 sf commercial) (23% of total – Arcola Center; 31% of total – both projects)	Maximum 1,050 units (90% of total – Arcola Center)	Zoning permits for 600,000 sf (of which, 472,500 sf non-retail) (commence construction of a total of 450,000 sf commercial) (23% of total – Arcola Center; 18% of total – both projects) + <i>incremental phasing option</i>	Maximum 1,050 units (90% of total – Arcola Center) + <i>incremental phasing option</i>
Phase 6	Zoning permits for 700,000 sf (of which, 532,500 sf non-retail) (commence construction of a total of 550,000 sf commercial) (26% of total – Arcola Center; 34% of total – both projects)	Maximum 1,169 units (100% of total – Arcola Center)	Zoning permits for 700,000 sf (of which, 532,500 sf non-retail) (commence construction of a total of 550,000 sf commercial) (26% of total – Arcola Center; 21% of total – both projects) + <i>incremental phasing option</i>	Maximum 1,169 units (100% of total – Arcola Center) + <i>incremental phasing option</i>
Total	2,645,000 sf – Arcola Center 750,000 sf – The Shops 3,395,000 sf total – both projects	Maximum 1,169 units	2,645,000 sf – Arcola Center 750,000 sf – The Shops 3,395,000 sf total – both projects	Maximum 1,169 units

The proposed phasing plan does not fully comply with the Plan's intent for land use phasing within modified Business Communities in the Route 50 corridor in that office and/or light industrial uses are not the predominant component in each development phase. However, it is consistent with and does not deviate significantly from the phasing plan approved by the Board of Supervisors in December 2007 as part of ZMAP 2006-0015, Arcola Center. The proposed changes do not alter the amount of non-retail (i.e., office and/or light industrial) uses that are required at each phase and will not significantly impact the overall non-residential/residential balance for the project. In particular, staff has no issues with eliminating the Phase 1 requirement for the development of 450,000 square feet of retail uses in The Shops given that existing retail centers are present in the vicinity of the property that can serve future residents and employees of the project. Staff also notes that approximately 430,000 square feet of retail uses were approved within the Arcola Center project itself. Staff also does not have an issue with removing the Phase 2 requirement that a portion of the non-residential construction must take place in the Main Street area of the project to provide additional flexibility regarding the location of preliminary development. Lastly, staff supports the incremental phasing option given that it will allow smaller, but proportionate, increments of commercial and residential development within individual phases.

Staff supports the proposed amendments to the Arcola Center phasing plan as they are relatively minor in nature and do not result in significant deviations from that originally approved by the Board of Supervisors.

2. Typical Yard Details - Townhouse Lots

The Applicant proposes to amend the typical yard details for townhouse lots depicted on Sheet 11 of the approved Concept Development Plan (CDP) for ZMAP 2006-0015, Arcola Center. Specific changes include widening the pavement section for alleys by two feet (from 18 to 20 feet) to better accommodate fire and rescue vehicles and allowing garage units to be closer to the alleys by three feet (from 8 to 5 feet). The proposed changes are minor and will not affect the overall character of the approved development.

Staff has no issues with the proposed Arcola Center Concept Development Plan amendment.

3. Transportation

The Arcola Area/Route 50 Corridor Plan states that new development within the corridor will achieve and maintain acceptable levels of transportation service by completing the planned road network and supporting alternative transportation modes. It is anticipated that new road and transportation proffers will be provided in the initial phases of new developments (Revised General Plan, Chapter 6, Arcola Area/Route 50 Corridor Plan, General Policy 7). The Plan also calls for projected levels of service in all segments of the road network, including Route 50, to be level "D" in each phase of any

new development (Revised General Plan, Chapter 6, Arcola Area/Route 50 Corridor Plan, Transportation Policy 6).

The approved proffers for ZMAP 2005-0035, Arcola Center – The Shops included commitments to construct significant roadway improvements prior to any development, including portions of Dulles South Parkway, Hutchinson Farm Drive, a third westbound lane on Route 50, and turn lanes on Evergreen Mills Road. The approved proffers for ZMAP 2006-0015, Arcola Center assumed that many of these infrastructure improvements would be in place prior to its development and, as a result, required them as a condition of development. The proposed amendments remove the transportation-related commitments linking Arcola Center to The Shops and change the timing of proffered transportation improvements and contributions, not the alignment or extent of the improvements themselves. The Applicant has provided a transportation memorandum (dated July 16, 2009) analyzing the proposed changes.

Staff defers to the Office of Transportation Services (OTS) and the Virginia Department of Transportation (VDOT) to determine whether the proposed amendments to the proffered transportation commitments are adequate for each phase of development.

RECOMMENDATION

The majority of the proposed amendments to the approved Concept Development Plan (CDP) and proffers for ZMAP 2005-0035, Arcola Center – The Shops and ZMAP 2006-0015, Arcola Center appear to be supportable given that they are relatively minor in nature and do not result in significant deviations from that originally approved by the Board of Supervisors. Staff defers to the Office of Transportation Services (OTS) and the Virginia Department of Transportation (VDOT) regarding the proposed transportation-related amendments.

Staff is available to meet with the Applicant to discuss any comments or questions.

cc: Julie Pastor, AICP, Planning Director
Cindy Keegan, AICP, Program Manager, Community Planning

A-12

From: Mosurak, Lou
Sent: Tuesday, November 16, 2010 10:34 AM
To: Rowen, Ginny A..
Cc: Beacher, Andrew
Subject: Arcola Center & The Shops ZCPAs
Attachments: RE: Arcola Center ZCPAs / Proffers

Ginny – OTS has reviewed the latest draft proffers submitted by the Applicant (11/2/10). As you know, we had two issues remaining from our previous review: (1) the phasing of the Route 50 3rd westbound lane with respect to improvements proposed by adjacent developments, as well as coordination with the opening of the Hutchinson Farm Drive entrance to Route 50, and (2) the trigger/qualifiers for the contributions to the Route 50/Route 606 interchange.

Regarding the first issue, Pat Quante prepared a graphic illustrating the proposed phasing of the Route 50 improvements. I met with Pat on 11/4/10 and we went through the phasing and the corresponding proffer language (Arcola Center – Proffers V. and V.D. 1. and The Shops – Proffers IV. B. and IV. C.). After reviewing this information, OTS has no issues with the 11/2/10 proffer language as proposed for these improvements.

As for the second issue, I have reviewed the Applicant's latest draft language (11/2/10) with others internally in OTS and we maintain our recommendation that payment of the Applicant's funds toward the interchange (approximately \$8 million total) be triggered only by the completion/approval of 30% design plans with no other funding qualifiers (reference Arcola Center – Proffer V. J. 1., and The Shops – Proffer IV. J.; OTS recommends that the Applicant's proposed language requiring that at least 75% of the funds necessary to award a design/build contract for the interchange be eliminated). The interchange is a very costly project (estimated at \$65 million in the 2010 CTP) and the County needs to be able to leverage every available dollar (including potential federal funds) if we go design/build (30% plans are the point that a design/build contract can be advertised, provided funding is available). There is also the potential that, because the interchange is so costly, the project may be phased such that right-of-way acquisition, utility relocation, etc could be completed prior to obtaining full funding for construction; the Applicant's funds could be used towards those parts of the project.

The Applicant's position is outlined in the attached email. We are at a point of "agree to disagree" and therefore this issue needs to be raised as an outstanding issue in the staff report for the 12/15/10 PC Public Hearing.

Let me know if you need any further information.

Lou

 Louis M. Mosurak, AICP
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Lou.Mosurak@loudoun.gov

County of Loudoun
Office of Transportation Services
MEMORANDUM

DATE: September 14, 2010

TO: Ginny Rowen, Project Manager
Department of Planning

FROM: Lou Mosurak, AICP, Senior Coordinator

SUBJECT: ZCPA 2009-0008 – Arcola Center – The Shops
ZCPA 2009-0009 – Arcola Center
Second Referral

Background

This referral reviews a revised traffic memorandum and updates the status of issues identified in the first Office of Transportation Services (OTS) referral (dated April 20, 2010) on the subject Zoning Concept Plan Amendment (ZCPA) applications. These applications propose changes to the development phasing and timing of proffered transportation improvements and contributions approved with the Arcola Center – The Shops ("The Shops") (ZMAP 2005-0035) rezoning in June 2007, and the Arcola Center (ZMAP 2006-0015) rezoning in December 2007. Specifically, the applications propose to allow phasing of proffered transportation improvements (instead of largely "up front" improvements under the approved proffers) for U.S. Route 50, Evergreen Mills Road (Route 621), Glascock Boulevard (formerly Dulles South Parkway), and Hutchinson Farm Drive, as well as a change to the timing and required prerequisite conditions for cash contributions toward the future U.S. Route 50/Loudoun County Parkway interchange. Combined, The Shops and Arcola Center developments are approved for up to 3,395,000 sq ft of non-residential uses and up to 1,169 residential dwelling units. The amount of approved development and the ultimate extent of previously approved transportation commitments would remain unchanged.

The 391-acre site is located on the north side of John Mosby Highway (U.S. Route 50), west of Loudoun County Parkway (Route 606), south of Evergreen Mills Road, and east of Gum Spring Road (Existing Route 659). Access to and from the site would continue to be at the same locations as previously approved, namely via future Glascock Boulevard (the Route 50 North Collector Road), future Arcola Boulevard (Route 606 Extended), as well as via other new roadway connections to both U.S. Route 50 and Evergreen Mills Road. A vicinity map/illustrative plan is provided as **Attachment 1**.

This review is based on materials received by OTS from the Department of Planning on July 30, 2010, including (1) a response letter, prepared by Gorove/Slade Associates, Inc., dated July 28, 2010, responding to OTS first referral comments; (2) a revised traffic memorandum, prepared by Gorove/Slade Associates, Inc., dated July 28, 2010; and (3) redline draft proffers

for each of the proposed ZCPA applications, revised through July 28, 2010. OTS staff also reviewed the approved proffers and CDPs (plan sets) approved with ZMAP 2005-0035 and ZMAP 2006-0015, as well as VDOT referral comments on the current ZCPA applications, dated September 1, 2010.

Review of Applicant's Revised Traffic Memorandum

The Applicant's revised traffic memorandum (provided as **Attachment 2**) outlines the phasing proposed as part of the subject ZCPA applications (in the attached revised traffic memorandum, Phases 1 through 5 are associated with The Shops, while Phases 2A and 4A are associated with Arcola Center). The traffic memo states that the assumptions used in the initial (2005) traffic studies for both rezonings are still valid based on confirmation by other recent studies, as well as data stating that traffic volumes have fallen on both Loudoun County Parkway and Evergreen Mills Road since the initial studies were conducted.

The revised traffic memo reviews each phase of The Shops ZCPA application. For each phase, trip generation from the uses proposed in that phase and a capacity analysis for the critical intersections are provided based on the lane use and traffic control assumed/proffered to be in place with that phase. The memo indicates that, with these improvements in place, the intersections examined (i.e., Glascok Boulevard (formerly Dulles South Parkway)/Loudoun County Parkway, Loudoun County Parkway/Evergreen Mills Road, and Evergreen Mills Road/Site Entrance) all operate at overall acceptable LOS during both the AM and PM peak hours. For the Arcola Center ZCPA, trip generation relevant to and capacity analysis of the Route 50/Hutchinson Farm Drive intersection are provided. The memo indicates that this intersection operates at overall acceptable LOS during both the AM and PM peak hours assuming the lane use/traffic control indicated in the memo is in place. The revised study now includes tables containing both forecasted traffic volumes for the analysis year (2012) for all external and major internal intersections, as was requested by VDOT.

Status of Transportation Comments

Staff comments from the first OTS referral (April 20, 2010), as well as the Applicant's responses (quoted directly from the Applicant's July 28, 2010 response letter) and issue status, are provided below.

1. **Initial Staff Comment (1st Referral)**: OTS concurs with VDOT's January 25, 2010 comments regarding the need for additional detail/information to be provided in the Applicant's traffic memorandum (e.g., (1) inclusion of 2012 traffic volumes; (2) provision of a table/matrix containing volumes/LOS for each critical intersection and comparison of proposed (ZCPA) conditions to approved (ZMAP) conditions; and (3) confirmation that trip distributions match those in the approved traffic studies for the initial ZMAPs). OTS staff is available to meet with VDOT and the Applicant to discuss a revised traffic memorandum/addendum prior to submittal.

Applicant's Response (July 28, 2010): Comment acknowledged. The VDOT comments were received in January 2010 and discussions were held with VDOT staff in March 2010 with respect to the additional detail/information required in the traffic memorandum. Based on the discussions held with VDOT staff, a revised traffic memorandum has been prepared with the requested information. Please review the latest revised traffic memorandum dated April 5, 2010.

Issue Status: The revised traffic memo and Applicant's letter responding to VDOT comments (both dated July 28, 2010) contain the additional information requested. Issue resolved.

2. Initial Staff Comment (1st Referral): The Applicant should confirm the specifics of the improvements proposed along Route 621 (i.e., the extent of the widening proposed between Loudoun County Parkway and the easternmost entrance to The Shops site). The traffic memorandum references "realignment" of this roadway. Given the existing transition from four to two lanes just west of Loudoun County Parkway, it would seem that construction of a four-lane section with turn lanes west to the site entrance would be logical for this relatively short distance.

Applicant's Response (July 28, 2010): Comment noted. The approved CPAP for Route 621 (CPAP 2007-0107, Approved 6/5/2008) shows a four-lane section of Route 621.

Issue Status: The Applicant, through the proffer statement, should ensure that the improvements on Route 621 as depicted on CPAP 2007-0107, including turn lanes at the site entrance, are in place at the time this entrance opens to traffic. See also Comment #5 below.

3. Initial Staff Comment (1st Referral): The ZCPA applications propose to add prerequisite conditions to the proffers requiring full funding and commencement of construction of the Route 50/Loudoun County Parkway (Route 606) interchange prior to payment of proffered funds to the County (a total of \$8 million towards the interchange was (and is proposed to remain) proffered by The Shops and Arcola Center). The ZCPA applications also propose to extend the period of time (from 90 days to 6 months) by which the Applicant must provide the cash contribution after it receives a request for payment from the County once the prerequisite conditions (approved design, full funding, and commencement of construction) have been met. OTS does not support the proposed additional prerequisite conditions of full funding and commencement of construction as they would require the County to come up with more funds than otherwise necessary for the interchange project and would essentially establish what amounts to a reimbursement process on the part of the Applicant. OTS recommends that the proffers continue to require payment of the proffered funds within 90 days of Applicant's receipt of notice that the County and VDOT have approved a design for the interchange.

Applicant's Response (July 28, 2010): As noted above, the Applicant is committed to the cash contribution proffer for the proposed interchange at Route 50/Loudoun County Parkway (Route 606). We are not proposing any changes to the overall commitment. However, we would like to adjust the trigger for this commitment to correspond to the funds actually being immediately utilized for the construction work, rather than them being provided only to sit in an account until funding is secured.

Issue Status: The draft proffer language has been modified slightly since the first referral review but essentially still adds the prerequisite condition that full funding of the interchange be identified prior to the Applicant being required to make its proffered contributions toward the interchange. OTS reiterates its previous comment and recommends that the existing proffered commitments (i.e., payment of the proffered funds within 90 days of Applicant's receipt of notice that the County and VDOT have approved a design for the interchange) be retained as approved with ZMAP 2005-0035 and ZMAP 2006-0015, respectively.

4. Initial Staff Comment (1st Referral): The applications propose to eliminate the temporary park and ride lot proffered as part of The Shops rezoning (ZMAP 2005-0035) in favor of construction of the permanent park and ride lot proffered as part of the Arcola Center rezoning (ZMAP 2006-0015). Both the temporary and permanent lots would contain 200 parking spaces. The temporary lot was to be triggered at the 350,000th sq ft of non-residential development on The Shops site, while the permanent lot was (and is proposed to continue) to be triggered at the 651st residential unit on the Arcola Center site. OTS supports elimination of the temporary lot only if the permanent lot is in place in the same timeframe as the temporary lot would have been open for use. Further discussion with the Applicant is necessary on this issue. Also, the location of the permanent lot within the site, which was generally identified with ZMAP 2006-0015, requires further discussion with the Applicant so as to ensure that bus routing and circulation will function adequately with the proposed phased road network in the short term as well as with the ultimate road network in the long term.

Applicant's Response (July 28, 2010): The proposed change to the proffer for the temporary park and ride lot is no longer being pursued. The existing proffer will be maintained.

Issue Status: Issue resolved.

New Comments

Since completion of the first referral dated April 20, 2010, OTS staff notes the following additional comments:

5. OTS concurs with VDOT's September 1, 2010 comment that the Applicant, through the proffer statement, should ensure that all turn lanes and traffic signals assumed in the traffic memo at the site entrances on U.S. Route 50, Loudoun County Parkway, and Route 621 are in place when each intersection opens to traffic. In the case of the

proposed entrance on Route 621, turn lanes matching those approved with CPAP 2007-0107 need to be in place.

6. The existing proffered commitments for the third westbound lane on Route 50 (i.e., bonded prior to first zoning permit and open to traffic prior to first occupancy permit) should be retained as approved with ZMAP 2005-0035 and ZMAP 2006-0015, respectively.

Conclusion

OTS cannot recommend approval of the applications as currently proposed. OTS staff is available to meet with the Applicant and VDOT to discuss the transportation issues related to this proposal.

ATTACHMENTS

1. Site Vicinity Map/Illustrative Plan
2. Applicant's Revised Traffic Memorandum (July 28, 2010)

cc: Andrew Beacher, Director, OTS
Nancy Gourley, Transit Division Manager, OTS

County of Loudoun
Office of Transportation Services

MEMORANDUM

DATE: April 20, 2010

TO: Ginny Rowen, Project Manager
Department of Planning

FROM: Lou Mosurak, AICP, Senior Coordinator

SUBJECT: ZCPA 2009-0008 – Arcola Center – The Shops
ZCPA 2009-0009 – Arcola Center
First Referral

Background

These Zoning Concept Plan Amendment (ZCPA) applications propose changes to the development phasing and timing of proffered transportation improvements and contributions approved with the Arcola Center – The Shops ("The Shops") (ZMAP 2005-0035) rezoning in June 2007, and the Arcola Center (ZMAP 2006-0015) rezoning in December 2007. Specifically, the applications propose to allow phasing of proffered transportation improvements (instead of largely "up front" improvements under the approved proffers) for U.S. Route 50, Evergreen Mills Road, Dulles South Parkway, and Hutchinson Farm Drive, as well as a change to the timing and required prerequisite conditions for cash contributions toward the future U.S. Route 50/Loudoun County Parkway interchange.

Combined, The Shops and Arcola Center developments are approved for up to 3,395,000 sq ft of non-residential uses and up to 1,169 residential dwelling units. The amount of approved development and the ultimate extent of previously approved transportation commitments would remain unchanged. However, the applications propose to eliminate the temporary park and ride lot proffered as part of The Shops rezoning in favor of the permanent park and ride lot proffered as part of the Arcola Center rezoning.

The 391-acre site is located on the north side of John Mosby Highway (U.S. Route 50), west to Loudoun County Parkway (Route 606), south of Evergreen Mills Road (Route 621), and east of Gum Spring Road (Existing Route 659). Access to and from the site would continue to be at the same locations as previously approved, namely via future Dulles South Parkway (the Route 50 North Collector Road), future Arcola Boulevard (Route 606 Extended), as well as via other new roadway connections to both U.S. Route 50 and Evergreen Mills Road. A vicinity map/illustrative plan is provided as *Attachment 1*.

In its consideration of these applications, the Office of Transportation Services (OTS) reviewed materials received from the Department of Planning on November 19, 2009, including (1) a statement of justification prepared by the Applicant (date stamped November

13, 2009); (2) a traffic memorandum, prepared by Gorove/Slade Associates, Inc., dated July 16, 2009; (3) redline draft proffers for each of the proposed ZCPA applications, dated August 13, 2009; and (4) Sheet 11 of 18 of the approved Arcola Center (ZMAP 2006-0015) Concept Development Plan (CDP) (the only plan set sheet proposed for amendment). OTS staff also reviewed the approved proffers and CDPs (plan sets) approved with ZMAP 2005-0035 and ZMAP 2006-0015, as well as VDOT referral comments on the current ZCPA applications, dated January 25, 2010.

Existing, Planned and Programmed Transportation Facilities

According to the Revised General Plan, the site is located within the Suburban Policy Area (Dulles Community). Major roadways serving or planned to serve the site are described below. OTS' review of existing and planned transportation facilities is based on the 2001 Revised Countywide Transportation Plan (2001 Revised CTP) and the 2003 Bicycle & Pedestrian Mobility Master Plan (2003 Bike & Ped Plan).

Where applicable, the tables below note the changes proposed by the current applications to the approved proffers for The Shops (ZMAP 2005-0035) and Arcola Center (ZMAP 2006-0015) by roadway. For reference, the corresponding phase from the Applicant's July 16, 2009 traffic memorandum for the particular road segment is also identified in each table.

John Mosby Highway (U.S. Route 50) (segment from Loudoun County Parkway west to beyond Stone Ridge) is currently a four-lane median divided minor arterial with controlled access. The 2001 Revised CTP designates the ultimate condition of this segment of Route 50 (east of Route 659 Relocated) as a six-lane divided (R6M) limited access principal arterial. Grade-separated interchanges are planned at Route 659 Relocated (Northstar Boulevard), the West Spine Road/Arcola Boulevard, and Loudoun County Parkway. All at-grade access is ultimately planned to be terminated. At the present time, a third eastbound lane, constructed by Stone Ridge, is in place from the South Fork of Broad Run east to just prior to the Gum Spring Road intersection; per previous proffered commitments (ZMAP 2002-0013), Stone Ridge is obligated to continue construction of the third Route 50 eastbound lane east to Loudoun County Parkway. Various other rezoning applications approved in 2006 and 2007, namely Dulles Landing, Arcola Center, and Glascock Field, have proffered to construct improvements that would ultimately result in a continuous third Route 50 westbound lane between Loudoun County Parkway and Stone Springs Boulevard.

A comparison of the approved and proposed proffers for the subject applications with respect to U.S. Route 50 is provided in the tables below.

The Shops			
U.S. Route 50 – Approved and Proposed Proffered Improvements			
Approved Proffer (Proffer IV.C., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.C., ZMAP 2009-0008, The Shops) Traffic Memo Phase 4	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 3 rd Westbound Lane of Route 50 from western boundary of Dulles Landing property to western boundary of Hazout property, including required turn lanes at Hutchinson Farm Drive	Bonded prior to issuance of 1 st zoning permit on The Shops site, constructed and open to traffic prior to 1 st occupancy permit on The Shops site	Construct 3 rd Westbound Lane of Route 50 from western boundary of Dulles Landing property to western boundary of Hazout property, including required turn lanes at Hutchinson Farm Drive	Constructed and open to traffic within 6 months after completion of Route 50 improvements proffered by Dulles Landing (ZMAP 2004-0016), but prior to issuance of occupancy permit for more than 650,000 sq ft of PD-CC(RC) uses on The Shops site

Arcola Center			
U.S. Route 50 – Approved and Proposed Proffered Improvements			
Approved Proffer (Proffers V. & V.D.1., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffers V. & V.D.1., ZMAP 2009-0009, Arcola Center) Traffic Memo Phase 4A	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 3 rd Westbound Lane of Route 50 from western boundary of Arcola Center property to Gum Spring Road	Constructed and open to traffic prior to 1 st occupancy permit on Arcola Center site	Construct 3 rd Westbound Lane of Route 50 from western boundary of Arcola Center property to Gum Spring Road	Constructed and open to traffic prior to issuance of 451 st residential occupancy permit for Residences at Main Street portion of Arcola Center site or within 6 months of construction of Route 50 improvements proffered by Dulles Landing (whichever comes first)
		Unless already constructed by The Shops, construct 3 rd Westbound Lane of Route 50 from western boundary of Dulles Landing property to western boundary of Arcola Center property	Portion along Arcola Center site (frontage improvements) to be under construction prior to issuance of 1 st residential occupancy permit for Residences at Main Street portion of Arcola Center site. All Route 50 improvements to be constructed and open to traffic prior to issuance of 451 st residential occupancy permit for Residences at Main Street or within 6 months of construction of Route 50 improvements proffered by Dulles Landing (whichever comes first)

A comparison of the approved and proposed proffers for the subject applications with respect to timing and prerequisite conditions for payment of the cash contributions toward the U.S. Route 50/Loudoun County Parkway interchange is provided in the tables below.

The Shops			
Route 50/606 Interchange – Approved and Proposed Proffered Cash Contribution			
Approved Proffer (Proffer IV.J., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.J., ZMAP 2009-0008, The Shops) Traffic Memo Phase 5	
Cash Contribution	Development Trigger/Timeframe	Cash Contribution	Development Trigger/Timeframe
Contribute \$2.7 million to County for regional road improvements (including design and construction of 50/606 interchange)	To be paid in two parts: (1) \$1.3 million with issuance of zoning permit for more than 350,000 sq ft of development on The Shops site; (2) \$1.4 million with issuance of zoning permit for more than 650,000 sq ft of development on The Shops site. Language to pay any unpaid balance within 90 days of written request by County that County and VDOT have approved final design plans for interchange	Contribute \$2.7 million to County for regional road improvements (including design and construction of 50/606 interchange)	To be paid within 6 months of receipt of written notice by County that interchange has an approved final design, has received full funding, and is under construction

Arcola Center			
Route 50/606 Interchange – Approved and Proposed Proffered Cash Contribution			
Approved Proffer (Proffer V.J.1., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffer V.J.1., ZMAP 2009-0009, Arcola Center) Traffic Memo Phase 5	
Cash Contribution	Development Trigger/Timeframe	Cash Contribution	Development Trigger/Timeframe
Contribute \$5.3 million to County to be used toward 50/606 interchange	To be paid prior to issuance of either (1) the 1,100 th residential zoning permit on the Arcola Center site, or (2) zoning permit for more than 2,000,000 sq ft of development on the Arcola Center site, whichever comes first. Language to pay full amount within 90 days of written request by County that County and VDOT have approved final design plans for interchange	Contribute \$5.3 million to County to be used toward 50/606 interchange	To be paid prior to issuance of either (1) the 1,100 th residential zoning permit on the Arcola Center site, or (2) zoning permit for more than 2,000,000 sq ft of development on the Arcola Center site, whichever comes first. Language to pay full amount within 6 months of written request by County that County and VDOT have approved final design plans for interchange, has full funding, and interchange is under construction

Loudoun County Parkway (Route 606) (segment between U.S. Route 50 and Evergreen Mills Road (Route 621)) is classified by the 2001 Revised CTP as a minor arterial and is currently built as a four-lane median divided (U4M) section with controlled access. Per the 2001 Revised CTP, it is ultimately planned to be widened to a six-lane divided facility with a grade-separated interchange at U.S. Route 50. The 2003 Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. To date, no bicycle and pedestrian facilities are in place along this segment of roadway.

Other than a traffic signal at the future intersection of Loudoun County Parkway and Dulles South Parkway proffered by The Shops, neither The Shops nor Arcola Center were responsible for any physical improvements along this segment of Loudoun County Parkway as part of their initial rezoning approvals. Except for the changes regarding cash contributions to the U.S. Route 50/Loudoun County Parkway interchange outlined above, no changes to the proffers with respect to Loudoun County Parkway are proposed with the subject applications.

Evergreen Mills Road (Existing Route 621) (segment between Loudoun County Parkway and Belmont Ridge Road (Route 659)) is classified by the 2001 Revised CTP as a local secondary road and is currently built to a two-lane (R2) rural section west of Loudoun County Parkway. The Shops and Arcola Center rezonings are proffered to improve the segment of Route 621 along the site frontage through construction of two lanes of an ultimate four-lane undivided roadway, along with turn lanes at the site entrances. The 2003 Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. To this end, the Arcola Center rezoning has proffered to construct a multi-use trail along the south side of Evergreen Mills Road from its western property line to Arcola Boulevard. This facility will be constructed in conjunction with the proffered improvements to the roadway itself.

A comparison of the approved and proposed proffers for the subject applications with respect to Evergreen Mills Road (Route 621) is provided in the table below.

The Shops Evergreen Mills Road (Route 621) – Approved and Proposed Proffered Improvements			
Approved Proffer (Proffer IV.D., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.D., ZMAP 2009-0008, The Shops) Traffic Memo Phase 3	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct right and left turn lanes at the site entrance on Evergreen Mills Road (just west of Loudoun County Parkway)	Bonded prior to issuance of 1 st zoning permit on The Shops site, constructed and open to traffic prior to 1 st occupancy permit on site	Construct right and left turn lanes at the site entrance on Evergreen Mills Road (just west of Loudoun County Parkway)	Constructed and open to traffic prior to issuance of occupancy permit for more than 600,000 sq ft of PD-CC(RC) uses on The Shops site

Arcola Boulevard (also referred to as Route 606 Extended/West Spine Road) (segment between U.S. Route 50 and Loudoun County Parkway) is classified by the 2001 Revised CTP as a major collector and is ultimately planned to be six-lane divided (U6M) controlled access facility within a 120-foot ROW. A grade-separated interchange is planned at U.S. Route 50, per the 2001 Revised CTP. The approved Arcola Center proffers call for the Applicant to construct this segment Arcola Boulevard as a four-lane divided facility in phases (with portions initially constructed as a half-section), both on and off site, to connect with proffered improvements by the Brambleton Active Adult rezoning (ZMAP 2005-0020) to the north and to Route 50 to the south, in conjunction with the development of the Arcola Center project. The 2003 Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. To this end, Arcola Center has proffered to construct multi-use trails along the on-site segment of Arcola Boulevard (between Evergreen Mills Road and Dulles South Parkway) in conjunction with the construction of this segment of roadway.

No changes to the phasing or construction of the proffered segment of Arcola Boulevard, either on or off site, are proposed with the current applications.

Dulles South Parkway (segment between Loudoun County Parkway and Route 659 Relocated (Northstar Boulevard)) is the Route 50 North Collector Road. It is classified by the 2001 Revised CTP as a major collector and is ultimately planned to be six-lane divided (U6M) controlled access facility within a 120-foot ROW. The Dulles Landing, Arcola Center/Arcola Center—The Shops, and Glascock Field rezonings have all proffered to construct segments of this roadway (four-lane divided (U4M) sections) between Loudoun County Parkway and Existing Gum Spring Road/Stone Springs Boulevard Extended in conjunction with their respective developments. The 2003 Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. To this end, the various rezonings have proffered to construct multi-use trails and/or sidewalks along this segment of Dulles South Boulevard to be constructed as part of adjacent development.

A comparison of the approved and proposed proffers for the subject applications with respect to Dulles South Parkway is provided in the tables below.

The Shops			
Dulles South Parkway – Approved and Proposed Proffered Improvements			
Approved Proffer (Proffer IV.A., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.A., ZMAP 2009-0008, The Shops) Traffic Memo Phases 1 and 2	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct four-lane divided section of Dulles South Parkway from eastern property boundary (Dulles Landing) to Hutchinson Farm Drive (Dulles Landing is proffered to construct segment from Loudoun County Parkway to Arcola Center site)	Bonded prior to issuance of 1 st zoning permit on The Shops site, constructed and open to traffic prior to 1 st occupancy permit on The Shops site	Construct four-lane divided section of Dulles South Parkway from Loudoun County Parkway to third entrance into site west of Loudoun County Parkway	Bonded prior to issuance of 1 st zoning permit for site, constructed and open to traffic prior to issuance of 1 st occupancy permit for The Shops site. Would allow for up to 450,000 sq ft of PD-CC (RC) uses on The Shops site
		Unless already constructed by Arcola Center, construct four-lane divided section of Dulles South Parkway from third entrance into site west of Loudoun County Parkway to Hutchinson Farm Drive	Constructed and open to traffic prior to occupancy permit for more than 450,000 sq ft of PD-CC (RC) uses on The Shops site. Together with proposed proffers for Route 50 and Hutchinson Farm Drive improvements, would allow for up to an additional 300,000 sq ft of PD-CC (RC) uses on The Shops site

Arcola Center			
Dulles South Parkway – Approved and Proposed Proffered Improvements			
Approved Proffer (Proffer V.B., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffer V.B., ZMAP 2009-0009, Arcola Center) Traffic Memo Phase 2	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct four-lane divided section of Dulles South Parkway from Hutchinson Farm Boulevard to Arcola Boulevard	After approval of construction plans by County, to be under construction within 90 days of commencement of construction of segment of Dulles South Parkway located to the west of Arcola Boulevard (Glascock Field rezoning).	Same as approved, but also, unless constructed by The Shops, construct four-lane divided section of Dulles South Parkway from Hutchinson Farm Drive to the third entrance into The Shops site west of Loudoun County Parkway	Constructed and open to traffic prior to issuance of occupancy permit for more than 450,000 sq ft of PD-CC (RC) uses within The Shops site

Hutchinson Farm Drive is a local (non-CTP) secondary roadway approved as part of the The Shops and Arcola Center rezonings. It will be constructed to a four-lane undivided section (within a 64-foot ROW) between U.S. Route 50 and Dulles South Parkway in conjunction with development of the subject sites.

A comparison of the approved and proposed proffers for the subject applications with respect to Hutchinson Farm Drive is provided in the table below.

The Shops			
Hutchinson Farm Drive – Approved and Proposed Proffered Improvements			
Approved Proffer (Proffer IV.B., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.B., ZMAP 2009-0008, The Shops) Traffic Memo Phase 2	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct four-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway	Bonded prior to issuance of 1 st zoning permit on The Shops site, constructed and open to traffic prior to 1 st occupancy permit on The Shops site	Unless already constructed by Arcola Center, construct four-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway	Constructed and open to traffic prior to issuance of occupancy permit for more than 450,000 sq ft of PD-CC(RC) uses on The Shops site

Arcola Center			
Hutchinson Farm Drive – Approved and Proposed Proffered Improvements			
Approved Proffer (Proffer V., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffer V., ZMAP 2009-0009, Arcola Center) Traffic Memo Phase 2 / 2A	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct four-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway	Constructed and open to traffic prior to 1 st zoning permit on Arcola Center site	Unless already completed by The Shops, construct four-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway.	Under construction prior to the issuance of 1 st residential occupancy permit for the Residences at Main Street portion of the Arcola Center site.

Review of Applicant's Traffic Memorandum

The Applicant's traffic memorandum (provided as *Attachment 2*) outlines the phasing proposed as part of the subject ZCPA applications (in the attached traffic memorandum, Phases 1 through 5 are associated with The Shops, while Phases 2A and 4A are associated with Arcola Center). The traffic memo states that the assumptions used in the initial (2005) traffic studies for both rezonings are still valid based on confirmation by other recent studies, as well as data stating that traffic volumes have fallen on both Loudoun County Parkway and Evergreen Mills Road since the initial studies were conducted.

The memorandum reviews each phase of The Shops ZCPA application. For each phase, trip generation from the uses proposed in that phase and a capacity analysis for the critical intersection are provided based on the lane use and traffic control assumed/proffered to be in place with that phase. The memorandum indicates that the intersections examined (Dulles South Parkway/Loudoun County Parkway, Loudoun County Parkway/Evergreen Mills Road,

and Evergreen Mills Road/Site Entrance) all operate at overall acceptable LOS during both the AM and PM peak hours. For the Arcola Center ZCPA, trip generation relevant to and capacity analysis of the Route 50/Hutchinson Farm Drive intersection are provided. The memorandum indicates that this intersection operates at overall acceptable LOS during both the AM and PM peak hours.

Transportation Comments

1. OTS concurs with VDOT's January 25, 2010 comments regarding the need for additional detail/information to be provided in the Applicant's traffic memorandum (e.g., (1) inclusion of 2012 traffic volumes; (2) provision of a table/matrix containing volumes/LOS for each critical intersection and comparison of proposed (ZCPA) conditions to approved (ZMAP) conditions; and (3) confirmation that trip distributions match those in the approved traffic studies for the initial ZMAPs). OTS staff is available to meet with VDOT and the Applicant to discuss a revised traffic memorandum/addendum prior to submittal.
2. The Applicant should confirm the specifics of the improvements proposed along Route 621 (i.e., the extent of the widening proposed between Loudoun County Parkway and the easternmost entrance to The Shops site). The traffic memorandum references "realignment" of this roadway. Given the existing transition from four to two lanes just west of Loudoun County Parkway, it would seem that construction of a four-lane section with turn lanes west to the site entrance would be logical for this relatively short distance.
3. The ZCPA applications propose to add prerequisite conditions to the proffers requiring full funding and commencement of construction of the Route 50/Loudoun County Parkway (Route 606) interchange prior to payment of proffered funds to the County (a total of \$8 million towards the interchange was (and is proposed to remain) proffered by The Shops and Arcola Center). The ZCPA applications also propose to extend the period of time (from 90 days to 6 months) by which the Applicant must provide the cash contribution after it receives a request for payment from the County once the prerequisite conditions (approved design, full funding, and commencement of construction) have been met. OTS does not support the proposed additional prerequisite conditions of full funding and commencement of construction as they would require the County to come up with more funds than otherwise necessary for the interchange project and would essentially establish what amounts to a reimbursement process on the part of the Applicant. OTS recommends that the proffers continue to require payment of the proffered funds within 90 days of Applicant's receipt of notice that the County and VDOT have approved a design for the interchange.
4. The applications propose to eliminate the temporary park and ride lot proffered as part of The Shops rezoning (ZMAP 2005-0035) in favor of construction of the permanent park and ride lot proffered as part of the Arcola Center rezoning (ZMAP 2006-0015). Both the temporary and permanent lots would contain 200 parking spaces. The temporary lot was to be triggered at the 350,000th sq ft of non-residential development on The Shops site, while the permanent lot was (and is proposed to continue) to be triggered at the 651st residential unit on the Arcola Center site. OTS supports elimination of the temporary lot

only if the permanent lot is in place in the same timeframe as the temporary lot would have been open for use. Further discussion with the Applicant is necessary on this issue. Also, the location of the permanent lot within the site, which was generally identified with ZMAP 2006-0015, requires further discussion with the Applicant so as to ensure that bus routing and circulation will function adequately with the proposed phased road network in the short term as well as with the ultimate road network in the long term.

Conclusion

OTS will offer a recommendation once it has received the Applicant's responses to the comments in this referral. OTS staff is available to meet with the Applicant and VDOT to discuss the transportation issues related to this proposal.

ATTACHMENTS

1. Site Vicinity Map/Illustrative Plan
2. Applicant's Traffic Memorandum (July 16, 2009)

cc: Andrew Beacher, Assistant Director, OTS
Nancy Gourley, Transit Division Manager, OTS

COMMONWEALTH of VIRGINIA

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Chantilly, VA 20151
(703) 383-VDOT (8368)

GREGORY A. WHIRLEY
COMMISSIONER

September 1, 2010

Ms. Ginny Rowen
County of Loudoun
Department of Planning MSC#62
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, Virginia 20177-7000

Re: Arcola Center-The Shops and Arcola Center
Loudoun County Application Numbers ZCPA 2009-0008 and ZCPA 2009-0009

Dear Ms. Rowen:

We have reviewed the above referenced applications as requested in your July 29, 2010 transmittal and we have no objection to approval of the Zoning Concept Plan Amendments subject to the following comments.

2. The Proffers should ensure that whatever triggers are used to initiate roadway improvements, the turn lanes and traffic signals are in place at such time as public street connections and entrances are constructed on Route 50, Route 607, and Route 621. This is especially important for Route 621, as the roadway improvements and turn lanes need to be in place concurrent with construction of the entrance due to the configuration of the existing roadway.

3. Prior to construction of the roadway improvements and connections, it will be necessary to address the intersection spacing requirements of the VDOT Access Management Regulations in Appendix F of the VDOT Road Design Manual. If any of the spacing standards are not met and an exemption to those standards is desired, a request for an exemption should be submitted per Page F-30 of Appendix F.

If you have any questions, please call me at (703) 383-2424.

Sincerely,

Thomas B. Walker
Senior Transportation Engineer

January 25, 2010

Ms. Ginny Rowen
County of Loudoun
Department of Planning MSC#62
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, Virginia 20177-7000

Re: Arcola Center-The Shops and Arcola Center
Loudoun County Application Numbers ZCPA 2009-0008 and ZCPA 2009-0009

Dear Ms. Rowen:

We have reviewed the above referenced applications as requested in your November 17, 2009 transmittal and we offer the following comments.

1. The Traffic Impact Analysis includes the necessary analysis to determine whether the proposed phased proffers are in place concurrent or prior to construction of the proposed phased land use; however, it lacks certain back up information such as volumes to make the final determination. The following comments provide more detail:

A. The report does not contain analysis-year (2012) volumes. Although this information can be extracted in bits and pieces from the appendix, however, it is requested to provide this information in the body of the report for comprehensiveness and accuracy. In particular, we are requesting a table that includes turning movement volumes and LOS for critical intersections, comparing approved TIAs (per analysis year including existing, interim and full build-out) and ZCPA (per development phase.) Please note that analysis-years do not necessarily have to match between the two scenarios (i.e., TIA and ZCPA development phase). So, no new volumes should be developed. The table should only reflect what is reported on these two reports.

B. Following up on comment 1, above, please provide a trip generation table, comparing information provided on the approved TIA (per analysis year) vs. trip generations proposed for ZCPA (per development phase.)

C. Please confirm that trip distributions used on the proposed ZCPA match the approved TIAs.

A-30

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION REFERRAL

DATE: August 6, 2010

TO: Ginny Rowen, Project Manager

FROM: Teresa H. Miller, Planner, Zoning Administration

CC: Marilee L. Seigfried, Deputy Zoning Administrator

CASE NUMBER AND NAME: ZCPA-2009-0008, Arcola Center, The Shops
ZCPA-2009-0009, Arcola Center

TAX MAP/PARCEL NUMBER:

101/43A	(163-27-3386)
101/92	(163-49-1534)
101E((1))5	(162-19-6219)
101E((1))6	(162-19-4928)
101/96 (part)	(162-38-9607) (part)
101/97	(162-17-2899)
101C((2))1	(163-26-4764)
101C((2))2	(163-26-3341)
101C((2))3	(163-26-5032)
101C((2))4	(163-26-7931)
101C((2))5	(163-26-9824)
101/42	(163-36-7830)

Zoning Staff has reviewed the second submission materials for the referenced zoning concept plan amendment for conformance with the requirements of the Revised 1993 Loudoun County Zoning Ordinance and has the following comments:

I. Application Summary

The applicant is proposing changes to the approved proffers for Arcola Center The Shops and Arcola Center.

II. Critical Issues

1. At this time, no critical zoning issues are associated with this application.

III. Other

1. ZCPA-2009-0009 Proffer Statement – Proffer III G. Off-Site Commercial Floor Area Option – Remove this proffer as it references parcels which either do not exist or are not included in the rezoning application ZMAP-2006-0015 or ZCPA-2009-0009.

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION REFERRAL

DATE: January 14, 2010

TO: Ginny Rowen, Project Manager

FROM: Teresa H. Miller, Planner, Zoning Administration

CC: Marilee L. Seigfried, Deputy Zoning Administrator

CASE NUMBER AND NAME: ZCPA-2009-0008, Arcola Center, The Shops
ZCPA-2009-0009, Arcola Center

TAX MAP/PARCEL NUMBER:

101/43A	(163-27-3386)
101/92	(163-49-1534)
101E((1))5	(162-19-6219)
101E((1))6	(162-19-4928)
101/96 (part)	(162-38-9607) (part)
101/97	(162-17-2899)
101C((2))1	(163-26-4764)
101C((2))2	(163-26-3341)
101C((2))3	(163-26-5032)
101C((2))4	(163-26-7931)
101C((2))5	(163-26-9824)
101/42	(163-36-7830)

Zoning Staff has reviewed the materials for the referenced zoning concept plan amendment for conformance with the requirements of the Revised 1993 Loudoun County Zoning Ordinance and has the following comments:

I. Application Summary

The applicant is proposing changes to the approved proffers for Arcola Center The Shops and Arcola Center.

II. Critical Issues

1. At this time, no critical zoning issues are associated with this application.

III. Other

1. ZCPA-2009-0009 Proffer Statement – Proffer III. Residential/Commercial Development Phasing A. through F. The proffers are proposed to be updated to allow for incremental phasing of the residential development dependant on the commercial development. For each Phase, the proposed proffer amendment regarding the incremental increases should reflect the ratio of non-retail uses of commercial development as required in the original proffer.

A-32

Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated August 13, 2009
(enter date of affidavit)

For the Application Arcola Center, with Number(s) ZCPA 2009-0009
[enter Application name(s)] [enter Application number(s)]

I, Jeffrey A. Nein, do hereby state that I am an

(check one) Applicant (must be listed in Paragraph C of the above-described affidavit)
X Applicant's Authorized Agent (must be listed in Paragraph C of the above-described affidavit)

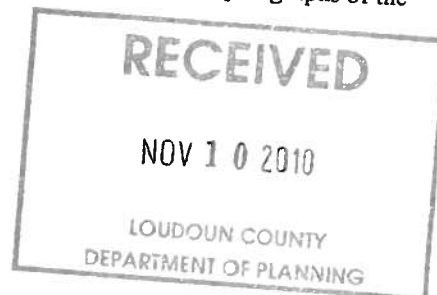
And that to the best of my knowledge and belief, the following information is true:

(check one) I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____, or;
(today's date)

X I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

- X Paragraph C-1
X Paragraph C-2
X Paragraph C-3
 Paragraph C-4(a)
 Paragraph C-4(b)
 Paragraph C-4(c)



WITNESS the following signature:

check one: [] Applicant or [X] Applicant's Authorized Agent

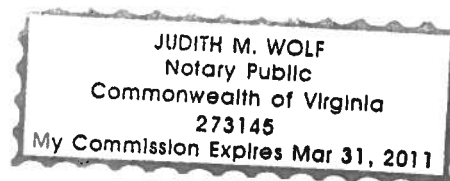
Jeffrey A. Nein, Senior Land Use Planner
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 10th day of November, 2010
in the State/Commonwealth of Virginia, in the County/City of Fairfax

My Commission Expires: 3/31/2011

Notary Registration Number: 273145
459614 v1/RE

Judith M. Wolf
Notary Public



I, Jeffrey A. Nein, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2009-0009, Arcola Center

and that to the best of my knowledge and belief, the following information is true:



C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
162-17-2899 163-26-7931 163-26-9824 163-36-7830	Arcola Limited Partnership -Robert E. Buchanan -Russell S. Gestl -Charles Turner	9841 Washingtonian Blvd. Suite 300 Gaithersburg, MD 20878	Title Owner/Applicant
163-26-4764 163-26-3341 163-26-5032	Arcola Residential Development LLC	c/o Arcola GP LLC One Embarcadero Center, Ste. 2820 San Francisco, CA 94111	Title Owner
	Bowman Consulting Group, Ltd. -Patrick D. Quante -Mark W. Baker	3863 Centerview Drive, Suite 300 Chantilly, VA 20151	Agent/Civil Engineer
	Gorove/Slade Associates, Inc. -Christopher M. Tacinelli -Tushar Awar	3914 Centreville Road Suite #330 Chantilly, VA 20151	Agent/Traffic Engineer

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

X There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

I, Jeffrey A. Nein, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2009-0009, Arcola Center

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
	Cooley LLP -Antonio J. Calabrese -Mark C. Looney -Colleen P. Gillis Snow -Jill Switkin Parks -Brian J. Winterhalter -Shane M. Murphy -John P. Custis -Jeffrey A. Nein -Molly M. Novotny -Ben I. Wales	11951 Freedom Drive, Suite 1500 Reston, VA 20190-5656	Agent/Attorney

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Arcola Residential Development LLC, c/o Arcola GP LLC, One Embarcadero Center, Suite 2820, San Francisco, CA 94111

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
Arcola Limited Partnership	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Arcola GP, LLC, One Embarcadero Center, Suite 2820, San Francisco, CA 94111

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Myles P. Friel, Member	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Board of Trustees of the Leland Stanford University (Investor Limited Partner), Two Center Plaza, Suite 410, Boston, MA 02018

Description of Corporation:

NA There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
NA	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Larry Owens	Managing Director

Check if applicable:

___ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Buchanan Arcola Center LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Benninghoff Family LLC	
Hubert Arcola Center LLC	
Arcola Family LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Solid State Corporation IV, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
Nick Fennes	
Robert Marshall	
Marije Fennes	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Benninghoff Family LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Susan Benninghoff	
Brian Benninghoff	
Benninghoff-Elliott Children's Trust	(owns less than 10% of Title Owner)

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

___ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Hubert Arcola Center, LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Steven Hubert	
Isabella Hubert	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Arcola Family, LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
G. Christopher Stephens	
Brett R. Quigley	
Shannon Buchanan	
Robert E. Buchanan	
Sharon Buchanan	
Shannon B. Stephens	
Kirsten B. Quigley	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Bowman Consulting Group, Ltd., 3863 Centerview Drive, Suite 300, Chantilly, VA 20151

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Gary P. Bowman	Patrick D. Quante
Walt C. Sampsell III	Michael G. Bruen
Mark S. Sires	Donald J. Zdancewicz
Walt C. Sampsell, Jr.	Darren Tagg
Michael B. McCordic	David T. Frankenfield
Roy E. Waugh	Doug Wagner
Jacob Thomas Tanner	Robert A. Hickey
Justin Mahlmann	Charles E. Walls
John R. Lutostanski	Martin E. Crahan
Jeffrey A. Blair	Justin Troidl
Mark W. Baker	Justin Francis
Jamie Crown	Joel H. Pollard
Patricia A. Hollar	Michael Pointer
Charles Powell	M. Scott Delgado
Matthew Tauscher	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Gorove/Slade Associates, Inc., 3914 Centreville Road, Suite #330, Chantilly, VA 20151

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Christopher M. Tacinelli	
Chad A. Baird	
Daniel B. Van Pelt	
Ervin N. Andres	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Arcola Limited Partnership, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Arcola GP, LLC	General Partner
Arcola Center I, LP	Developer Limited Partner
The Board of Trustees of the Leland Stanford University	Investor Limited Partner

Check if applicable:

 X Additional Partnership information attached. *See Attachment to Paragraph C-3.*

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Arcola Center I, LP (Developer Limited Partner), 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

☐ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Buchanan Arcola Center LLC	General Partner
Solid State Arcola Center LP	Limited Partner

Check if applicable:

☐ Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Solid State Arcola Center, LP, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Solid State Corporation IV	General Partner
Solid State Arcola Partners LP	Limited Partner

Check if applicable:

 Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Solid State Arcola Partners, LP, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

☐ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Solid State Corporation IV	General Partner
Robert Marshall	Limited Partner
Nick Fennes	Limited Partner
Marije Fennes	Limited Partner
Remco Fennes	Limited Partner
Route 50 CV	Limited Partner (owns less than 10% of Title Owner)
Arcola Center CV	Limited Partner (owns less than 10% of Title Owner)

Check if applicable:

☐ Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cooley LLP, 11951 Freedom Drive, Suite 1500, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. General Partner, Limited Partner, etc)</i>
Jane K. Adams	Partner
Gian-Michele a Marca	Partner
Maureen P. Alger	Partner
Thomas R. Amis	Partner
Mazda K. Antia	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Keith J. Berets	Partner	Sonya F. Erickson	Partner
Laura A. Berezin	Partner	Lester J. Fagen	Partner
Russell S. Berman	Partner	Brent D. Fassett	Partner
Connie N. Bertram	Partner	David J. Fischer	Partner
Laura Grossfield Birger	Partner	M. Wainwright Fishburn, Jr.	Partner
Elias J. Blawie	Partner	Daniel W. Frank	Partner
Barbara L. Borden	Partner	Richard H. Frank	Partner
Jodie M. Bourdet	Partner	Alison J. Freeman-Gleason	Partner
Wendy J. Brenner	Partner	William S. Freeman	Partner
Matthew J. Brigham	Partner	Steven L. Friedlander	Partner
Robert J. Brigham	Partner	Thomas J. Friel, Jr.	Partner
James P. Brogan	Partner	Koji F. Fukumura	Partner
Nicole C. Brookshire	Partner	James F. Fulton, Jr.	Partner
Alfred L. Browne, III	Partner	William S. Galliani	Partner
Matthew D. Brown	Partner	Stephen D. Gardner	Partner
Matthew T. Browne	Partner	Jon E. Gavenman	Partner
Robert T. Cahill	Partner	John M. Geschke	Partner
Antonio J. Calabrese	Partner	Kathleen A. Goodhart	Partner
Linda F. Callison	Partner	Lawrence C. Gottlieb	Partner
Christopher C. Campbell	Partner	Shane L. Goudey	Partner
Roel C. Campos	Partner	William E. Grauer	Partner
William Lesse Castleberry	Partner	Jonathan G. Graves	Partner
Lynda K. Chandler	Partner	Kimberley J. Kaplan-Gross	Partner
Dennis (nmi) Childs	Partner	Paul E. Gross	Partner
Ethan E. Christensen	Partner	Kenneth L. Guernsey	Partner
Samuel S. Coates	Partner	Patrick P. Gunn	Partner
Alan S. Cohen	Partner	Jeffrey M. Gutkin	Partner
Jeffrey L. Cohen	Partner	Zvi (nmi) Hahn	Partner
Thomas A. Coll	Partner	John B. Hale	Partner
Joseph W. Conroy	Partner	Andrew (nmi) Hartman	Partner
Jennifer B. Coplan	Partner	Bernard L. Hatcher	Partner
Carolyn L. Craig	Partner	Matthew B. Hemington	Partner
John W. Crittenden	Partner	Cathy Rae Herschopf	Partner
Janet L. Cullum	Partner	John (nmi) Hession	Partner
Nathan K. Cummings	Partner	Gordon K. Ho	Partner
John A. Dado	Partner	Suzanne Sawochka Hooper	Partner
Craig E. Dauchy	Partner	Mark M. Hrenya	Partner
Wendy (nmi) Davis	Partner	Christopher R. Hutter	Partner
Renee R. Deming	Partner	Jay R. Indyke	Partner
Darren K. DeStefano	Partner	Craig D. Jacoby	Partner
Scott D. Devereaux	Partner	Chrystal N. Jensen	Partner
Jennifer Fonner DiNucci	Partner	Eric C. Jensen	Partner
Michelle C. Doolin	Partner	Mark L. Johnson	Partner
John C. Dwyer	Partner	Robert L. Jones	Partner
Eric S. Edwards	Partner		
Robert L. Eisenbach, III	Partner		

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Barclay J. Kamb	Partner	Timothy J. Moore	Partner
Richard S. Kanowitz	Partner	Webb B. Morrow, III	Partner
Jeffrey S. Karr	Partner	Howard (nmi) Morse	Partner
Scott L. Kaufman	Partner	Kevin P. Mullen	Partner
Sally A. Kay	Partner	Frederick T. Muto	Partner
Heidi (nmi) Keefe	Partner	Ryan (nmi) Naftulin	Partner
J. Michael Kelly	Partner	Stephen C. Neal	Partner
Kevin F. Kelly	Partner	Alison (nmi) Newman	Partner
Jason L. Kent	Partner	William H. O'Brien	Partner
Kristen D. Kercher	Partner	Thomas D. O'Connor	Partner
Charles S. Kim	Partner	Ian (nmi) O'Donnell	Partner
James C. Kitch	Partner	Vincent P. Pangrazio	Partner
Michael J. Klisch	Partner	Nikesh (nmi) Patel	Partner
Jason (nmi) Koral	Partner	Timothy G. Patterson	Partner
Barbara A. Kosacz	Partner	Amy E. Paye	Partner
Kenneth J. Krisko	Partner	Anne H. Peck	Partner
John S. Kyle	Partner	D. Bradley Peck	Partner
Mark (nmi) Lambert	Partner	Susan Cooper Philpot	Partner
John G. Lavoie	Partner	Benjamin D. Pierson	Partner
Robin J. Lee	Partner	Frank V. Pietrantonio	Partner
Natasha V. Leskovsek	Partner	Mark B. Pitchford	Partner
Shira Nadich Levin	Partner	Michael L. Platt	Partner
Alan (nmi) Levine	Partner	Christian E. Plaza	Partner
Michael S. Levinson	Partner	Lori R.E. Ploeger	Partner
Elizabeth L. Lewis	Partner	Thomas F. Poche	Partner
Michael R. Lincoln	Partner	Anna B. Pope	Partner
James C. T. Linfield	Partner	Marya A. Postner	Partner
David A. Lipkin	Partner	Steve M. Przesmicki	Partner
Chet F. Lipton	Partner	Seth A. Rafkin	Partner
Cliff Z. Liu	Partner	Frank F. Rahmani	Partner
Samuel M. Livermore	Partner	Marc (nmi) Recht	Partner
Douglas P. Lobel	Partner	Thomas Z. Reicher	Partner
J. Patrick Loofbourrow	Partner	Michael G. Rhodes	Partner
Mark C. Looney	Partner	Michelle S. Rhyu	Partner
Robert B. Lovett	Partner	John W. Robertson	Partner
Andrew P. Lustig	Partner	Julie M. Robinson	Partner
Michael X. Marinelli	Partner	Ricardo (nmi) Rodriguez	Partner
John T. McKenna	Partner	Richard S. Rothberg	Partner
Bonnie Weiss McLeod	Partner	Adam J. Ruttenberg	Partner
Mark A. Medearis	Partner	Thomas R. Salley, III	Partner
Daniel P. Meehan	Partner	Richard S. Sanders	Partner
Beatriz (nmi) Mejia	Partner	Glen Y. Sato	Partner
Erik B. Milch	Partner		
Keith A. Miller	Partner		
Robert H. Miller	Partner		
Chadwick L. Mills	Partner		
Brian E. Mitchell	Partner		
Patrick J. Mitchell	Partner		
Ann M. Mooney	Partner		

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Martin S. Schenker	Partner	John H. Toole	Partner
Joseph A. Scherer	Partner	Robert J. Tosti	Partner
William J. Schwartz	Partner	Michael S. Tuscan	Partner
Audrey K. Scott	Partner	Edward Van Geison	Partner
John H. Sellers	Partner	Miguel J. Vega	Partner
Ian R. Shapiro	Partner	Erich E. Veitenheimer, III	Partner
Jordan A. Silber	Partner	Aaron J. Velli	Partner
Brent B. Siler	Partner	Robert R. Vieth	Partner
Gregory A. Smith	Partner	Lois K. Voelz	Partner
Colleen P. Gillis Snow	Partner	Kent M. Walker	Partner
Whitty (nmi) Somvichian	Partner	David A. Walsh	Partner
Mark D. Spoto	Partner	David M. Warren	Partner
Wayne O. Stacy	Partner	Mark B. Weeks	Partner
Neal J. Stephens	Partner	Steven K. Weinberg	Partner
Donald K. Stern	Partner	Mark (nmi) Weinstein	Partner
Michael D. Stern	Partner	Thomas S. Welk	Partner
Anthony M. Stiegler	Partner	Peter H. Werner	Partner
Steven M. Strauss	Partner	Christopher A. Westover	Partner
Myron G. Sugarman	Partner	Francis R. Wheeler	Partner
Christopher J. Sundermeier	Partner	Brett D. White	Partner
Ronald R. Sussman	Partner	Peter J. Willsey	Partner
C. Scott Talbot	Partner	Mark (nmi) Winfield-Hansen	Partner
Mark P. Tanoury	Partner	Nancy H. Wojtas	Partner
Philip C. Tencer	Partner	Jessica R. Wolff	Partner
Gregory C. Tenhoff	Partner	Nan (nmi) Wu	Partner
Michael E. Tenta	Partner	Babak "Bo" (nmi) Yaghmaie	Partner
Timothy S. Teter	Partner	Mavis L. Yee	Partner
		Kevin J. Zimmer	Partner
Ian B. Blumenstein	Partner		
Ronald S. Lemieux	Partner		
Kevin M. King	Partner		

Check if applicable:

___ Additional information for Item C-3 is included on an additional copy of page C-3.

4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(a).

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or though an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). NONE.

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(b).

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state). NONE.

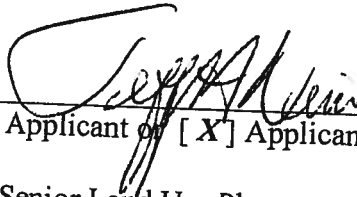
Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(c).

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

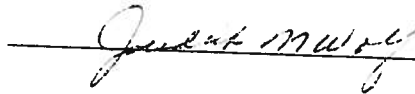
WITNESS the following signature:



check one: ☐ Applicant or ☒ Applicant's Authorized Agent

Jeffrey A. Nein, AICP Senior Land Use Planner
(Type or print first name, middle initial and last name and title of signee)

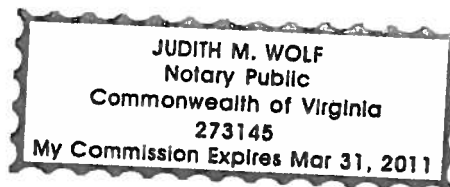
Subscribed and sworn before me this 10th day of November 2010, in the
State/Commonwealth of Virginia, in the County/City of Fairfax.



Notary Public

My Commission Expires: 3/31/2011

409756 v2/RE



Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated November 13, 2009
(enter date of affidavit)

For the Application Arcola Center - The Shops, with Number(s) ZCPA 2009-0008
[enter Application name(s)] [enter Application number(s)]

I, Jeffrey A. Nein, do hereby state that I am an

(check one) Applicant (must be listed in Paragraph C of the above-described affidavit)
X Applicant's Authorized Agent (must be listed in Paragraph C of the above-described affidavit)

And that to the best of my knowledge and belief, the following information is true:

(check one) I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____, or;
(today's date)

X I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

X Paragraph C-1
X Paragraph C-2
X Paragraph C-3
 Paragraph C-4(a)
 Paragraph C-4(b)
 Paragraph C-4(c)

RECEIVED

NOV 10 2010

LOUDOUN COUNTY
DEPARTMENT OF PLANNING

WITNESS the following signature:

Jeffrey A. Nein
check one: [] Applicant or [X] Applicant's Authorized Agent

Jeffrey A. Nein, Senior Land Use Planner
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 10th day of November, 2010
in the State/Commonwealth of Virginia, in the County/City of Fairfax

My Commission Expires: 3/31/2011

Notary Registration Number: 273145
422461 v2/RE

Judith M. Wolf
Notary Public

JUDITH M. WOLF
Notary Public
Commonwealth of Virginia
273145
My Commission Expires Mar 31, 2011

I, Jeffrey A. Nein, do hereby state that I am an

 Applicant

☒ Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2009-0008, Arcola Center – The Shops
and that to the best of my knowledge and belief, the following information is true:

RECEIVED

NOV 10 2010

LOUDOUN COUNTY
DEPARTMENT OF PLANNING

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
163-27-3386 162-19-6219 162-19-4928	Shops at Arcola Center LLC -Robert E. Buchanan -Russell S. Gestl -Charles Turner	c/o Buchanan Partners LLC 9841 Washingtonian Blvd., Suite 300 Gaithersburg, MD 20878	Title Owner/Applicant
163-49-1534	Arcola Residential Development LLC	c/o Arcola GP LLC One Embarcadero Center, Ste. 2820 San Francisco, CA 94111	Title Owner
162-38-9607	Evergreen Commerce Center LP -Robert E. Buchanan -Russell S. Gestl -Charles Turner	c/o Buchanan Partners LLC 9841 Washingtonian Blvd., Suite 300 Gaithersburg, MD 20878	Title Owner
	Bowman Consulting Group, Ltd. -Patrick D. Quante -Mark W. Baker	3863 Centerview Drive, Suite 300 Chantilly, VA 20151	Agent/Civil Engineer
	Gorove/Slade Associates, Inc. -Christopher M. Tacinelli -Tushar Awar	3914 Centreville Road Suite #330 Chantilly, VA 20151	Agent/Traffic Engineer

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

☒ There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

A-57

I, Jeffrey A. Nein, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2009-0008, Arcola Center - The Shops
and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
	Cooley LLP -Antonio J. Calabrese -Mark C. Looney -Colleen P. Gillis Snow -Jill Switkin Parks -Brian J. Winterhalter -Shane M. Murphy -John P. Custis -Jeffrey A. Nein -Molly M. Novotny -Ben I. Wales	11951 Freedom Drive, Suite 1500 Reston, VA 20190-5656	Agent/Attorney

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Shops at Arcola Center, LLC, c/o Buchanan Partners LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Arcola Limited Partnership	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Arcola Residential Development LLC, c/o Arcola GP LLC, One Embarcadero Center, Suite 2820, San Francisco, CA 94111

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Arcola Limited Partnership	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Arcola GP, LLC, One Embarcadero Center, Suite 2820, San Francisco, CA 94111

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Myles P. Friel, Member	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Board of Trustees of the Leland Stanford University (Investor Limited Partner), Two Center Plaza, Suite 410, Boston, MA 02018

Description of Corporation:

NA There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
NA	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Larry Owens	Managing Director

Check if applicable:

___ There is additional Corporation Information. See Attachment to Paragraph C-2.

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2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)
Buchanan Arcola Center LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

- ☒ There are 100 or fewer shareholders and all shareholders are listed below.
- ☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.
- ☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Benninghoff Family LLC	
Hubert Arcola Center LLC	
Arcola Family LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

- ☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Buchanan/Dulles Trade Center III, LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Buchanan Family, LLC	
Hubert Family, LLC	
1996, LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

___ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Buchanan Family, LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Robert E. Buchanan	
Sharon Buchanan	
Kirsten B. Quigley	
Ryan Buchanan	
Shannon B. Stephens	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

___ There is additional Corporation Information. See Attachment to Paragraph C-2.

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2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Hubert Family, LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Steven Hubert	
Isabella Hubert	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

1996, LLC. 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Brian Benninghoff	
Susan Benninghoff	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Solid State Corporation IV, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Nick Fennes	
Robert Marshall	
Marije Fennes	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Benninghoff Family LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Susan Benninghoff	
Brian Benninghoff	
Benninghoff-Elliott Children's Trust	(owns less than 10% of Title Owner)

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Hubert Arcola Center, LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Steven Hubert	
Isabella Hubert	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Arcola Family, LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
G. Christopher Stephens	
Brett R. Quigley	
Shannon Buchanan	
Robert E. Buchanan	
Sharon Buchanan	
Shannon B. Stephens	
Kirsten B. Quigley	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Bowman Consulting Group, Ltd., 3863 Centerview Drive, Suite 300, Chantilly, VA 20151

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Gary P. Bowman	Patrick D. Quante
Walt C. Sampsell III	Michael G. Bruen
Mark S. Sires	Donald J. Zdancewicz
Walt C. Sampsell, Jr.	Darren Tagg
Michael B. McCordic	David T. Frankenfield
Roy E. Waugh	Doug Wagner
Jacob Thomas Tanner	Robert A. Hickey
Justin Mahlmann	Charles E. Walls
John R. Lutostanski	Martin E. Crahan
Jeffrey A. Blair	Justin Troidl
Mark W. Baker	Justin Francis
Jamie Crown	Joel H. Pollard
Patricia A. Hollar	Michael Pointer
Charles Powell	M. Scott Delgado
Matthew Tauscher	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Gorove/Slade Associates, Inc., 3914 Centreville Road, Suite #330, Chantilly, VA 20151

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
Christopher M. Tacinelli	
Chad A. Baird	
Daniel B. Van Pelt	
Ervin N. Andres	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

 There is additional Corporation Information. See Attachment to Paragraph C-2.

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3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Arcola Limited Partnership, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Arcola GP, LLC	General Partner
Arcola Center I, LP	Developer Limited Partner
The Board of Trustees of the Leland Stanford University	Investor Limited Partner

Check if applicable:

 X Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Evergreen Commerce Center, LP, c/o Buchanan Partners, LLC, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Buchanan/Dulles Trade Center III, LLC	General Partner
Solid State Arcola, LP	Limited Partner

Check if applicable:

 X Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Solid State Arcola, LP, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

☐ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Solid State Corporation IV	General Partner
Nick Fennes	Limited Partner
Marije Fennes	Limited Partner
Remco Fennes	Limited Partner
Route 50 CV	Limited Partner (owns less than 10% of title owner)
Arcola Center CV	Limited Partner (owns less than 10% of title owner)

Check if applicable:

☐ Additional Partnership information attached. See Attachment to Paragraph C-3.

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3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Arcola Center I, LP (Developer Limited Partner), 9841 Washingtonian Blvd., Suite 300,
Gaithersburg, MD 20878

☐ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Buchanan Arcola Center LLC	General Partner
Solid State Arcola Center LP	Limited Partner

Check if applicable:

☐ Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Solid State Arcola Center, LP, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

☐ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Solid State Corporation IV	General Partner
Solid State Arcola Partners LP	Limited Partner

Check if applicable:

☐ Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Solid State Arcola Partners, LP, 9841 Washingtonian Blvd., Suite 300, Gaithersburg, MD 20878

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Solid State Corporation IV	General Partner
Robert Marshall	Limited Partner
Nick Fennes	Limited Partner
Marije Fennes	Limited Partner
Remco Fennes	Limited Partner
Route 50 CV	Limited Partner (owns less than 10% of Title Owner)
Arcola Center CV	Limited Partner (owns less than 10% of Title Owner)

Check if applicable:

 Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cooley LLP, 11951 Freedom Drive, Suite 1500, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Jane K. Adams	Partner
Gian-Michele a Marca	Partner
Maureen P. Alger	Partner
Thomas R. Amis	Partner
Mazda K. Antia	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

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NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Keith J. Berets	Partner	Sonya F. Erickson	Partner
Laura A. Berezin	Partner	Lester J. Fagen	Partner
Russell S. Berman	Partner	Brent D. Fassett	Partner
Connie N. Bertram	Partner	David J. Fischer	Partner
Laura Grossfield Birger	Partner	M. Wainwright Fishburn, Jr.	Partner
Elias J. Blawie	Partner	Daniel W. Frank	Partner
Barbara L. Borden	Partner	Richard H. Frank	Partner
Jodie M. Bourdet	Partner	Alison J. Freeman-Gleason	Partner
Wendy J. Brenner	Partner	William S. Freeman	Partner
Matthew J. Brigham	Partner	Steven L. Friedlander	Partner
Robert J. Brigham	Partner	Thomas J. Friel, Jr.	Partner
James P. Brogan	Partner	Koji F. Fukumura	Partner
Nicole C. Brookshire	Partner	James F. Fulton, Jr.	Partner
Alfred L. Browne, III	Partner	William S. Galliani	Partner
Matthew D. Brown	Partner	Stephen D. Gardner	Partner
Matthew T. Browne	Partner	Jon E. Gavenman	Partner
Robert T. Cahill	Partner	John M. Geschke	Partner
Antonio J. Calabrese	Partner	Kathleen A. Goodhart	Partner
Linda F. Callison	Partner	Lawrence C. Gottlieb	Partner
Christopher C. Campbell	Partner	Shane L. Goudey	Partner
Roel C. Campos	Partner	William E. Grauer	Partner
William Lesse Castleberry	Partner	Jonathan G. Graves	Partner
Lynda K. Chandler	Partner	Kimberley J. Kaplan-Gross	Partner
Dennis (nmi) Childs	Partner	Paul E. Gross	Partner
Ethan E. Christensen	Partner	Kenneth L. Guernsey	Partner
Samuel S. Coates	Partner	Patrick P. Gunn	Partner
Alan S. Cohen	Partner	Jeffrey M. Gutkin	Partner
Jeffrey L. Cohen	Partner	Zvi (nmi) Hahn	Partner
Thomas A. Coll	Partner	John B. Hale	Partner
Joseph W. Conroy	Partner	Andrew (nmi) Hartman	Partner
Jennifer B. Coplan	Partner	Bernard L. Hatcher	Partner
Carolyn L. Craig	Partner	Matthew B. Hemington	Partner
John W. Crittenden	Partner	Cathy Rae Hershcopf	Partner
Janet L. Cullum	Partner	John (nmi) Hession	Partner
Nathan K. Cummings	Partner	Gordon K. Ho	Partner
John A. Dado	Partner	Suzanne Sawochka Hooper	Partner
Craig E. Dauchy	Partner	Mark M. Hrenya	Partner
Wendy (nmi) Davis	Partner	Christopher R. Hutter	Partner
Renee R. Deming	Partner	Jay R. Indyke	Partner
Darren K. DeStefano	Partner	Craig D. Jacoby	Partner
Scott D. Devereaux	Partner	Chrystal N. Jensen	Partner
Jennifer Fonner DiNucci	Partner	Eric C. Jensen	Partner
Michelle C. Doolin	Partner	Mark L. Johnson	Partner
John C. Dwyer	Partner	Robert L. Jones	Partner
Eric S. Edwards	Partner		
Robert L. Eisenbach, III	Partner		

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Barclay J. Kamb	Partner	Timothy J. Moore	Partner
Richard S. Kanowitz	Partner	Webb B. Morrow, III	Partner
Jeffrey S. Karr	Partner	Howard (nmi) Morse	Partner
Scott L. Kaufman	Partner	Kevin P. Mullen	Partner
Sally A. Kay	Partner	Frederick T. Muto	Partner
Heidi (nmi) Keefe	Partner	Ryan (nmi) Naftulin	Partner
J. Michael Kelly	Partner	Stephen C. Neal	Partner
Kevin F. Kelly	Partner	Alison (nmi) Newman	Partner
Jason L. Kent	Partner	William H. O'Brien	Partner
Kristen D. Kercher	Partner	Thomas D. O'Connor	Partner
Charles S. Kim	Partner	Ian (nmi) O'Donnell	Partner
James C. Kitch	Partner	Vincent P. Pangrazio	Partner
Michael J. Klisch	Partner	Nikesh (nmi) Patel	Partner
Jason (nmi) Koral	Partner	Timothy G. Patterson	Partner
Barbara A. Kosacz	Partner	Amy E. Paye	Partner
Kenneth J. Krisko	Partner	Anne H. Peck	Partner
John S. Kyle	Partner	D. Bradley Peck	Partner
Mark (nmi) Lambert	Partner	Susan Cooper Philpot	Partner
John G. Lavoie	Partner	Benjamin D. Pierson	Partner
Robin J. Lee	Partner	Frank V. Pietrantonio	Partner
Natasha V. Leskovsek	Partner	Mark B. Pitchford	Partner
Shira Nadich Levin	Partner	Michael L. Platt	Partner
Alan (nmi) Levine	Partner	Christian E. Plaza	Partner
Michael S. Levinson	Partner	Lori R.E. Ploeger	Partner
Elizabeth L. Lewis	Partner	Thomas F. Poche	Partner
Michael R. Lincoln	Partner	Anna B. Pope	Partner
James C. T. Linfield	Partner	Marya A. Postner	Partner
David A. Lipkin	Partner	Steve M. Przesmicki	Partner
Chet F. Lipton	Partner	Seth A. Rafkin	Partner
Cliff Z. Liu	Partner	Frank F. Rahmani	Partner
Samuel M. Livermore	Partner	Marc (nmi) Recht	Partner
Douglas P. Lobel	Partner	Thomas Z. Reicher	Partner
J. Patrick Loofbourrow	Partner	Michael G. Rhodes	Partner
Mark C. Looney	Partner	Michelle S. Rhyu	Partner
Robert B. Lovett	Partner	John W. Robertson	Partner
Andrew P. Lustig	Partner	Julie M. Robinson	Partner
Michael X. Marinelli	Partner	Ricardo (nmi) Rodriguez	Partner
John T. McKenna	Partner	Richard S. Rothberg	Partner
Bonnie Weiss McLeod	Partner	Adam J. Ruttenberg	Partner
Mark A. Medearis	Partner	Thomas R. Salley, III	Partner
Daniel P. Meehan	Partner	Richard S. Sanders	Partner
Beatriz (nmi) Mejia	Partner	Glen Y. Sato	Partner
Erik B. Milch	Partner		
Keith A. Miller	Partner		
Robert H. Miller	Partner		
Chadwick L. Mills	Partner		
Brian E. Mitchell	Partner		
Patrick J. Mitchell	Partner		
Ann M. Mooney	Partner		

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

1527

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Martin S. Schenker	Partner	John H. Toole	Partner
Joseph A. Scherer	Partner	Robert J. Tosti	Partner
William J. Schwartz	Partner	Michael S. Tuscan	Partner
Audrey K. Scott	Partner	Edward Van Geison	Partner
John H. Sellers	Partner	Miguel J. Vega	Partner
Ian R. Shapiro	Partner	Erich E. Veitenheimer, III	Partner
Jordan A. Silber	Partner	Aaron J. Velli	Partner
Brent B. Siler	Partner	Robert R. Vieth	Partner
Gregory A. Smith	Partner	Lois K. Voelz	Partner
Colleen P. Gillis Snow	Partner	Kent M. Walker	Partner
Whitty (nmi) Somvichian	Partner	David A. Walsh	Partner
Mark D. Spoto	Partner	David M. Warren	Partner
Wayne O. Stacy	Partner	Mark B. Weeks	Partner
Neal J. Stephens	Partner	Steven K. Weinberg	Partner
Donald K. Stern	Partner	Mark (nmi) Weinstein	Partner
Michael D. Stern	Partner	Thomas S. Welk	Partner
Anthony M. Stiegler	Partner	Peter H. Werner	Partner
Steven M. Strauss	Partner	Christopher A. Westover	Partner
Myron G. Sugarman	Partner	Francis R. Wheeler	Partner
Christopher J. Sundermeier	Partner	Brett D. White	Partner
Ronald R. Sussman	Partner	Peter J. Willsey	Partner
C. Scott Talbot	Partner	Mark (nmi) Winfield-Hansen	Partner
Mark P. Tanoury	Partner	Nancy H. Wojtas	Partner
Philip C. Tencer	Partner	Jessica R. Wolff	Partner
Gregory C. Tenhoff	Partner	Nan (nmi) Wu	Partner
Michael E. Tenta	Partner	Babak "Bo" (nmi) Yaghmaie	Partner
Timothy S. Teter	Partner	Mavis L. Yee	Partner
		Kevin J. Zimmer	Partner
Ian B. Blumenstein	Partner		
Ronald S. Lemieux	Partner		
Kevin M. King	Partner		

Check if applicable:

___ Additional information for Item C-3 is included on an additional copy of page C-3.

4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(a).

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or though an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). NONE.

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(b).

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state). NONE.

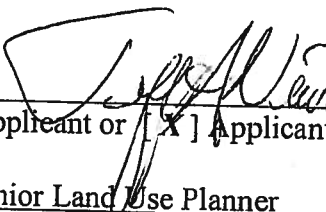
Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(c).

D. COMPLETENESS

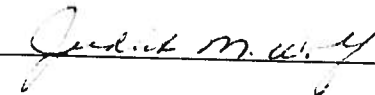
That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:


check one: [] Applicant or [X] Applicant's Authorized Agent
Jeffrey A. Nein, AICP Senior Land Use Planner

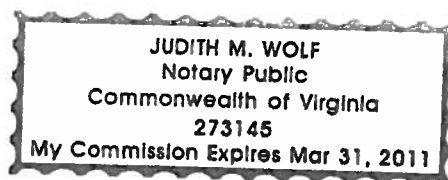
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 10th day of November 2010, in the
State/Commonwealth of Virginia, in the County/City of Fairfax.


Notary Public

My Commission Expires: 3/31/2011

409565 v2/RE



ARCOLA CENTER-THE SHOPS and ARCOLA CENTER
PROFFER and CONCEPT PLAN AMENDMENT APPLICATIONS

ZCPA 2009-0008 and ZCPA 2009-0009

STATEMENT OF JUSTIFICATION
(revised November 15, 2010)

APPLICATION OVERVIEW

Arcola Center – The Shops and Arcola Center (collectively, the “*Property*”) together comprise a 375-acre mixed-use project that was the subject of two coordinated rezoning applications – ZMAP 2005-0035, Arcola Center-The Shops, approved by the County on June 19, 2007, and ZMAP 2006-0015, Arcola Center, approved on December 4, 2007 (collectively, the “*Rezoning*s”). The Property is located north of Route 50, south of Evergreen Mills Road (Route 621) and west of Loudoun County Parkway in the Dulles Election District. Land uses and zoning districts surrounding the Property include residential and commercial uses zoned RC along Route 659 and within the Village of Arcola to the west, scattered residential and business uses zoned PD-GI along Route 621 to the north and east, the Dulles Landing PD-CC(RC) property to the southeast, and scattered commercial and residential uses within CLI zoned properties on the north and south sides of Route 50. Dulles International Airport is located approximately one-half mile to the east of the Property.

The Rezoning established PD-CC(RC), PD-TC, PD-IP, R-24, R-16 and R-8 zoning districts on the Property and authorized the development of up to 3,395,000 square feet of non-residential uses and up to 1,169 residential units. The Rezoning also included the dedication of public use sites for a future elementary school and for the expansion of the historic Slave Quarter’s site, and commitments for several important regional transportation improvements including the construction of Arcola Boulevard (Route 606 Extended) and Dulles South Parkway (Route 50 North Collector Road), the construction of a 200 space Park and Ride facility, and contributions of \$7,933,500 for a future grade separated interchange at Route 50 and Loudoun County Parkway. Both rezoning cases included development-level triggers for the implementation of the transportation improvements, while the larger and more complex Arcola Center rezoning case also included linkage commitments for the development of the residential and non-residential components.

At the time the Rezoning were under review by the County, it was anticipated that the Rezoning’s planned regional shopping center, represented by The Shops rezoning application, would be the initial component of the Property to be developed and would be able to financially support more of the planned road improvements than were required to safely and efficiently move traffic in and out of the shopping center. The proffer statement for The Shops, therefore, included commitments for a disproportionate share of the regional road improvements proposed by the Rezoning. The companion Arcola Center rezoning case was structured to build upon the road network and the non-residential floor area provided by The Shops. Unfortunately, the ongoing financial crisis has caused significant delays in the development of The Shops and has caused the developer of the Property to re-examine the phasing of the various land use

components and the extent of the infrastructure committed to each phase.

Shops at Arcola, LLC, and Arcola Limited Partnership (collectively, the "*Applicant*") propose to amend the approved proffers of the Rezoning with respect to the development-level triggers for the implementation of certain road improvements and contributions, and with respect to the size of the residential to non-residential linkage components (the "*Application*"), as outlined below. The Application does not propose any change to (i) the location or content of the previously approved zoning districts, (ii) the alignment or extent of the previously approved transportation improvements, (iii) the commitments for the proffered public use sites, (iv) the level of any proffered contribution, or (v) the previously approved concept development plans, with the exception of a proffered typical section sheet for Arcola Center.

COMPREHENSIVE PLAN COMPLIANCE

The Property is located within the Dulles Community of the Suburban Policy Area. The approved Rezoning is consistent with the Revised General Plan (the "*RGP*") and CPAM 2005-0007, Arcola Area/Route 50 Comprehensive Plan Amendment (the "*Arcola Area CPAM*"), which designated the Property as Business with an overlay for Destination Retail uses. The Application does not propose any change to the approved land uses, the extent of the public infrastructure commitments, nor to the level of proffered contributions for the Property. Therefore, the Application is in compliance with the comprehensive plan.

PROPOSED PROFFER AMENDMENTS FOR ARCOLA CENTER – THE SHOPS

The approved proffers for ZMAP 2005-0035, Arcola Center-The Shops, include commitments to construct significant "up-front" road improvements including a significant portion of Dulles South Parkway, Hutchinson Farm Drive, a third westbound lane on Route 50, and turn lanes on Evergreen Mills Road all in advance of the first zoning permit issued for The Shops. These commitments were made not to address traffic generation and distribution requirements, but because of promising negotiations with major tenants for the shopping center and the applicant's desire to provide an enhanced road network to serve the shopping center and to support the subsequent development of the Arcola Center property. With the onset of the financial crisis and the resulting impacts on commercial development, the timing of the proffered road improvements became an impediment to the opening and the viability of The Shops. In an effort to "jump start" the development of The Shops, the Applicant is now proposing proffer amendments that will phase the proffered road improvements in a more pragmatic fashion, but will result in the implementation of the same proffered road improvements. The proposed phasing is as follows:

- Dulles South Parkway between Loudoun County Parkway and the main entrance to The Shops on Dulles South Parkway. This 4-lane divided segment to be open to traffic prior to the first occupancy permit for The Shops. This improvement will allow up to 450,000 square feet of development within The Shops.
- Dulles South Parkway between the main entrance to The Shops on Dulles South Parkway and Hutchinson Farm Drive. This 4-lane divided segment to be open to traffic prior to the first occupancy permit for more than 450,000 square feet of development.

- Hutchinson Farm Drive (located between Dulles South Parkway and Route 50). This 4-lane undivided segment to be open to traffic prior to the first occupancy permit for more than 450,000 square feet of development.
- Evergreen Mills Road. Turn lane improvements at entrance to be open to traffic prior to the first occupancy permit for more than 600,000 square feet of development.
- Route 50. Construct the third westbound lane between Dulles Landing property and western boundary of Arcola Center property subsequent to the construction by others of the Dulles Landing Route 50 improvements, but no later than the first occupancy permit for more than 450,000 square feet of development.

The Applicant is also proposing that the proffered contribution of \$2,700,000 for the future interchange at Loudoun County Parkway and Route 50 be made within 3 months of notice that the interchange has either an approved final design and 75% of the funding necessary to start construction or approved 30% design plans and 75% of the funding necessary to award a design/build contract.

PROPOSED PROFFER AMENDMENTS FOR ARCOLA CENTER

The development program for the Arcola Center mixed-use project, ZMAP 2006-0015, was predicated to a large extent on the assumption that the road infrastructure and most of the retail uses planned for The Shops would be in place before the Arcola Center uses came on line. As a result, the Arcola Center proffers included phasing commitments that relied on a significant amount of commercial floor area (450,000 sq.ft.) in The Shops as a component of its own residential/commercial phasing schedule. Similarly, the Arcola Center proffers relied on the road infrastructure for The Shops to be in place as a condition of the development of Arcola Center. With the slowdown of the commercial market, the Applicant proposes that Arcola Center be "de-linked" from The Shops to allow Arcola Center to develop independently of The Shops, while providing the same ultimate road infrastructure and land uses committed to in ZMAP 2006-0015. The proposed proffer amendments for Arcola Center are as follows:

- Residential/Commercial Development Phasing. Eliminate the base requirement of 450,000 sq.ft. of commercial uses in The Shops and retain the same residential/commercial linkage commitment for the Arcola Center phasing with the ability to do smaller proportionate increments of residential and commercial uses.
- Hutchinson Farm Drive (located between Dulles South Parkway and Route 50). This 4-lane undivided segment to be constructed in stages to support the phased development of the Residences at Main Street portion of the Property.
- Dulles South Parkway between the entrance to The Shops on Dulles South Parkway and Hutchinson Farm Drive. This 4-lane divided segment to be constructed within 6 months of the issuance of occupancy permits in both The Residences at Main Street and The Shops.

- Route 50. Construct the third westbound lane between Dulles Landing property and the western Property boundary within 6 months of the completion of the Dulles Landing Route 50 improvements, or prior to the issuance of the 451st residential occupancy permit for the Residences at Main Street portion of the Property, whichever occurs first. Construct the third westbound lane between the western Property boundary and existing Gum Spring Road within 6 months of the completion of the Glascock Field Route 50 improvements, or prior to the issuance of the 451st residential occupancy permit for the Residences at Main Street portion of the Property, whichever occurs first.
- Regional Transportation Contribution. Revise the “early” payment option for the proffered contribution of \$5,233,500 for the future interchange at Loudoun County Parkway and Route 50 to be made within 3 months of notice that the interchange has either an approved final design and 75% of the funding necessary to start construction or approved 30% design plans and 75% of the funding necessary to award a design/build contract.

The Applicant also proposes to amend the typical yard details for townhouse lots depicted on Sheet 11 of the CDP to show a 20-foot wide pavement section for alleys to better accommodate fire and rescue vehicles, and to allow an option for garage units to be closer to the alleys.

SUMMARY

The Application proposes modest changes to the approved proffers for Arcola Center-The Shops and for Arcola Center that will allow each project to develop independently while providing the same public infrastructure, land dedications and contributions as approved with the Rezonings.

The Application is consistent with the Arcola Area CPAM and continues the Rezonings’ support of the County’s goals with respect to economic development, housing opportunities, integrated land uses, innovative site design, public and civic uses and transportation improvements. The Applicant respectfully requests favorable consideration of the Application by the Staff, the Planning Commission and the Board of Supervisors.

ZMAP/ZCPA APPLICATION MATTERS FOR CONSIDERATION
Revised 1993 Zoning Ordinance Section 6-1211(E)

- Matter 1. *Whether the proposed zoning district classification is consistent with the Comprehensive Plan.*

The Property is subject to the Revised General Plan's Suburban Policy Area land use recommendations and to the comprehensive planning policies adopted under CPAM 2005-0007, Arcola Area/Route 50 Comprehensive Plan Amendment (the "**Arcola Area CPAM**"). The proposed proffer amendments (the "**Application**") do not change the land uses or levels of development previously approved for the Property under ZMAP 2005-0035, Arcola Center-The Shops, and ZMAP 2006-0015, Arcola Center (collectively, the "**Rezoning**s"), which remain consistent with the uses and densities recommended by the Arcola Area CPAM.

- Matter 2. *Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.*

The Property is within an area that was recently re-planned by the County under the Arcola Area CPAM. The Application does not propose any rezoning of the Property.

- Matter 3. *Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate area.*

The existing zoning districts and uses are compatible with the permitted uses on adjacent properties. The Application does not propose to change any of the exiting zoning districts on the Property.

- Matter 4. *Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.*

Public water and sewer are available in the area and will be extended to the Property. The Application continues to provide for the construction of several new roads through the Property that are consistent with Arcola Area CPAM recommendations. The Application continues to provide contributions to mitigate anticipated capital facilities impacts of the approved residential uses.

- Matter 5. *The effect of the proposed rezoning on the County's ground water supply.*

The Property will be served by a central LCSA water supply and there will be no adverse impact on the County's ground water supply.

- Matter 6. *The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.*

The uses approved for the Property will not have an adverse impact on the structural capacity of the soils.

- Matter 7. *The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.*

The approved development of the Property will provide needed improvements to implement the County's planned regional transportation system. Construction traffic will not need to utilize streets in existing residential neighborhoods. The Application does not propose any change to the land uses approved for the Property.

- Matter 8. *Whether a reasonably viable economic use of the subject property exists under the current zoning.*

The approved Rezoning will implement the land uses recommended for this area by the Arcola Area CPAM. The Application does not propose any change to the current zoning of the Property.

- Matter 9. *The effect of the proposed rezoning on the environment or natural features, wildlife habitat, vegetation, water quality and air quality.*

The approved Rezoning preserve significant areas of open space and will not have any adverse impacts on the environment and floodplain areas. The development of the Property will adhere to all applicable federal, state and local environmental standards. The Application does not propose any change to the land uses approved for the Property.

- Matter 10. *Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.*

The approved Rezoning will contribute to the expansion of both employment opportunities and the commercial tax base. The Application does not propose any change to the land uses approved for the Property.

- Matter 11. *Whether the proposed rezoning considers the needs of agriculture, industry and businesses in future growth.*

The approved Rezoning will support the growth of businesses and employment opportunities. The Application does not propose any change to the land uses approved for the Property.

- Matter 12. *Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.*

The approved Rezoning will implement the land uses that recommended for this area by the Arcola Area CPAM. The Application does not propose any change to the land uses approved for the Property.

- Matter 13. *Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.*

The approved Rezoning will implement the land uses recommended for this area by the Arcola Area CPAM. The Application does not propose any change to the land uses approved for the Property.

- Matter 14. *Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the County, and the capacity of existing and/or planned public facilities and infrastructure.*

The approved Rezoning is consistent with the land use and transportation recommendations of the Arcola Area CPAM and will provide needed services for the Dulles South area. The Application does not propose any change to the land uses approved for the Property.

- Matter 15. *The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County.*

The approved Rezoning will include ADUs, as well as Work Force Housing units for residents who do not qualify for the County's ADU program. The Application does not propose any change to the land uses approved for the Property.

- Matter 16. *The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance.*

The approved Rezoning will provide additional land for the historic Slave Quarters site. The Application does not propose any change to the approved commitments for the Slave Quarters.



Jeffrey A. Nein, AICP
Senior Land Use Planner
(703) 456-8103
jnein@cooley.com

BY HAND DELIVERY

November 16, 2010

Ginny Rowen
Project Manager
Department of Planning
1 Harrison St., S.E., 3rd Floor
Leesburg, Virginia 20177

**RE: ZCPA 2009-0008 and ZCPA 2009-0009, Arcola Center-The Shops and Arcola Center
Response to Second Review Comments**

Dear Ginny:

This letter and the enclosed documents address the staff comments received regarding the July 28th submission of the ZCPA applications and during follow-up meetings with Community Planning and OTS staff. This third submission includes the following revisions to the proposed proffers:

1. Clarify that R-District four-story residential buildings with front entrances to ground floor parking will be designed to mitigate potential visual impacts on the streets (Arcola Center, Proffers II.E.1. and II.F.1.).
2. Clarify that in the event one large community clubhouse and pool is provided to serve the R-District residential uses, it will be centrally located (Arcola Center, Proffer II.G.).
3. Delete a proposed proffer amendment to allow an option for off-site non-retail commercial floor area to partially or wholly satisfy the Phase 1 zoning permit and Phase 2 construction commercial/residential linkage commitments (Arcola Center, former Proffer III.G.).
4. Clarify that traffic signals and/or turn lanes for intersections will be provided in conjunction with (i) the extension of Dulles South Parkway to Loudoun County Parkway (The Shops, Proffer IV.A.1.), (ii) the extension of Hutchinson Farm Drive to Route 50 (The Shops, Proffer IV.B; Arcola Center, Proffer V.), and (iii) the opening of The Shops entrance on Evergreen Mills Road (The Shops, Proffer IV.D.).
5. Clarify the timing of the Route 50 improvements (The Shops, Proffer IV.C.; Arcola Center, Proffers V. and V.D.1.).
6. Clarify the timing of the payment of the Route 50/Loudoun County Parkway interchange contributions (The Shops, Proffer IV.J.; Arcola Center, Proffer V.J.1.).

We have also revised language in the approved Design Guidelines as follows:

Attachment 4

A-93



Ginny Rowen
November 16, 2010
Page Two

1. Page 12 under "Form Scale and Proportion". Language has been added regarding design considerations for residential garage entrances at the front of the four-story buildings.
2. Page 13 under "Brick and Siding", first bullet. Language has been added to identify other types of brick products for the residential buildings.
3. Page 13 under "Brick and Siding", second bullet. The phrase "or other residential area" has been removed.
4. Page 13 under "Wood Detailing". The reference to "painted wood" has been removed.
5. Page 14 under "Plantings". The last bullet regarding the planting of 3 trees per townhouse lot has been removed.

Enclosed please find 5 copies each of the revised proffer statements and comparisons with the July 28th version of the proffers, the revised pages of the Design Guidelines, and the revised Statement of Justification.

The staff review comments are addressed below. Each agency's comments are summarized (noted in *Italics*) and followed by our response.

Zoning Administration, Department of Building and Development (comments dated 8/6/10)

II. Critical Issues

1. *At this time, no critical zoning issues are associated with this application.*

Comment acknowledged.

III. Other

1. *ZCPA-2009-0009 Proffer Statement – Proffer III G. Off-Site Commercial Floor Area Option – Remove this proffer as it references parcels which either do not exist or are not included in the rezoning application ZMAP-2006-0015 or ZCPA-2009-0009.*

The referenced proffer has been deleted.

Community Planning, Department of Planning (comments dated 8/12/10)

1. *Residential Building Heights. Staff has no major issues with the proposed amendment regarding residential building heights, but recommends that additional information and/or commitments be provided as described above.*

We have add the opportunity to discuss this matter further with Community Planning staff and have added language to both the Arcola Center proffers (Proffers II.E.1. and II.F.1.) and to the

Ginny Rowen
November 16, 2010
Page Three

Design Guidelines (Page 12 under "Form, Scale and Proportion") to address the concern regarding potential visual impacts of garage entrances at the front of the four-story residential buildings on the streets.

2. Size and Number of Community Centers and Swimming Pools. Staff can support the proposed amendment regarding the size and number of community centers and swimming pools provided that the Applicant commits that if only one such community facility is provided, it will be located near the geographic center of the R- zoning districts to promote easy and convenient pedestrian and bicycle connections from all residences.

Proffer II.G. has been revised as recommended.

3. Off-Site Commercial Floor Area. Staff recommends that proposed Proffer III.G pertaining to the Off-Site Commercial Floor Area Option be removed from the application.

The referenced proffer has been deleted.

Virginia Department of Transportation (comments dated 9/1/10)

2. The Proffers should ensure that whatever triggers are used to initiate roadway improvements, the turn lanes and traffic signals are in place at such time as public street connections and entrances are constructed on Route 50, Route 607 and Route 621. This is especially important for Route 621, as the roadway improvements and turn lanes need to be in place concurrent with construction of the entrance due to the configuration of the existing roadway.

Comment acknowledged.

3. Prior to construction of the roadway improvements and connections, it will be necessary to address the intersection spacing requirements of the VDOT Access Management Regulations in Appendix F of the VDOT Road Design Manual. If any of the spacing standards are not met and an exemption to those standards is desired, a request for an exemption should be submitted per Page F-30 of Appendix F.

Comment acknowledged.

Office of Transportation Services (comments dated 9/14/10)

*1. **Initial Staff Comment:** OTS concurs with VDOT's January 25, 2010 comments regarding the need for additional detail/information to be provided in the Applicant's traffic memorandum. OTS staff is available to meet with VDOT and the Applicant to discuss a revised traffic memorandum/addendum prior to submittal. **Issue Status:** The revised traffic memo and Applicant's letter to VDOT comments (both dated July 28, 2010) contain the additional information requested. **Issue resolved.***

Comment acknowledged.

Ginny Rowen
November 16, 2010
Page Four

2. **Initial Staff Comment:** The Applicant should confirm the specifics of the improvements proposed along Route 621 (i.e., the extent of the widening proposed between Loudoun County Parkway and the easternmost entrance to The Shops site). The traffic memorandum references "realignment" of this roadway. Given the existing transition for four to two lanes just west of Loudoun County Parkway, it would seem that construction of a four-lane section with turn lanes west to the site entrance would be logical for this relatively short distance. **Issue Status:** The Applicant, through the proffer statement, should ensure that the improvements on Route 621 as depicted on CPAP 2007-0107, including turn lanes at the site entrance, are in place at the time this entrance opens to traffic. See also Comment #5 below.

Shops Proffer IV.D. has been revised to reference the improvements depicted on CPAP 2007-0107 and to require these improvements at the time the Evergreen Mills Road entrance for The Shops is opened to traffic.

3. **Initial Staff Comment:** The ZCPA applications propose to add prerequisite conditions to the proffers requiring full funding and commencement of construction of the Route 50/Loudoun County Parkway (Route 606) interchange prior to payment of proffered funds to the County. The ZCPA applications also propose to extend the period of time (from 90 days to 6 months) by which the Applicant must provide the cash contribution. OTS does not support the proposed changes. **Issue Status:** The draft proffer language has been modified slightly since the first referral review but essentially still adds the prerequisite condition that full funding of the interchange be identified prior to the Applicant being required to make its proffered contribution toward the interchange. OTS reiterates its previous comment and recommends that the existing proffered commitments (i.e., payment of the proffered funds within 90 days of Applicant's receipt of notice that the County and VDOT have approved a design for the interchange) be retained as approved with ZMAP 2005-0035 and ZMAP 2006-0015, respectively.

The proffers for the interchange contribution have been revised to provide for the payment of the contributions in the event design plans are approved and funding is in place to allow either the start of construction or the awarding of a design/build contract. It is the Applicant's intent to provide such payment when construction of the interchange is imminent.

4. **Initial Staff Comment:** The applications propose to eliminate the temporary park and ride lot proffered as part of The Shops rezoning (ZMAP 2005-0035) in favor of construction of the permanent park and ride lot proffered as part of the Arcola Center rezoning (ZMAP 2006-0015). OTS supports elimination of the temporary lot only if the permanent lot is in place in the same timeframe as the temporary lot would have been open for use. Further discussion with the Applicant is necessary on this issue. Also, the location of the permanent lot within the site, which was generally identified with ZMAP 2006-0015, requires further discussion with the Applicant so as to ensure that bus routing and circulation will function adequately with the proposed phased road network in the short term as well as with the ultimate road network in the long term. **Issue Status:** Issue resolved.

Comment acknowledged.

Ginny Rowen
November 16, 2010
Page Five

5. *OTS concurs with VDOT's September 1, 2010 comment that the Applicant, through the proffer statement, should ensure that all turn lanes and traffic signals assumed in the traffic memo at the site entrances on U.S. Route 50, Loudoun County Parkway, and Route 621 are in place when each intersection opens to traffic. In the case of the proposed entrance on Route 621, turn lanes matching those approved with CPAP 2007-0107 need to be in place.*

The applicable proffers for The Shops and for Arcola Center have been revised as requested.

6. *The existing proffered commitments for the third westbound lane on Route 50 (i.e., bonded prior to first zoning permit and open to traffic prior to first occupancy permit) should be retained as approved with ZMAP 2005-0035 and ZMAP 2006-0015, respectively.*

Given the significant slow-down of the economy since the ZMAPs were approved in 2007 and the continuing difficulty in obtaining financing for development projects, the Applicant proposes to construct the third westbound lane on Route 50 either following the completion of the Dulles Landing Route 50 improvements or prior to certain development levels, whichever occurs first.

We believe this letter and the revised proffers address all remaining staff review comments. We respectfully request to have these applications scheduled for the next available Planning Commission public hearing.

Thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions or require any additional information.

Very truly yours,

Cooley LLP



Jeffrey A. Nein, AICP
Senior Land Use Planner

Enclosures

cc: Russ Gestl, Buchanan Partners
Pat Quante, P.E., Bowman Consultants
Chris Tacinelli, P.E., Gorove/Slade Associates, Inc.

454920 v1/RE

RECEIVED

NOV 16 2010

LOUDOUN COUNTY
DEPARTMENT OF PLANNING

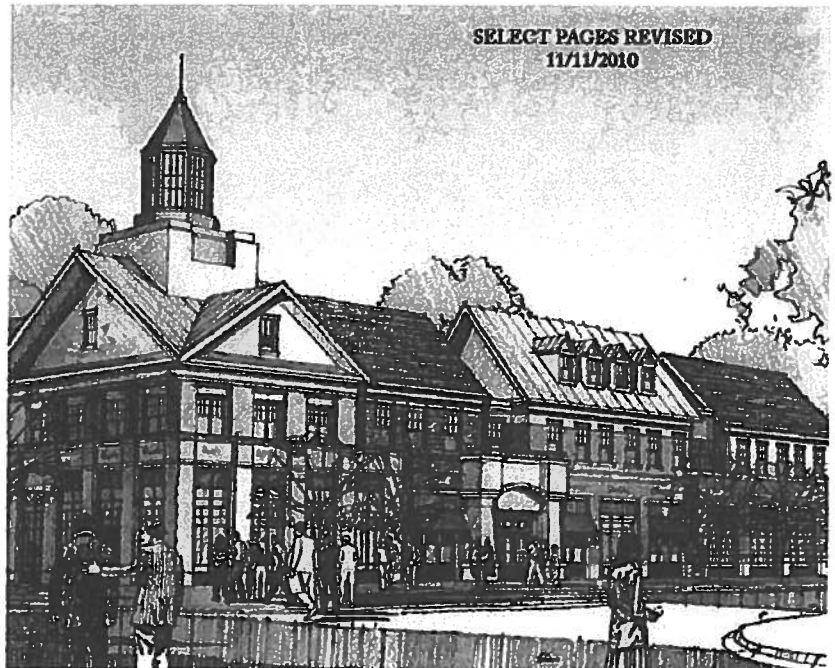


Design Guidelines

for ZMAP 2006-0015
Arcola Center

NOVEMBER 28, 2007

SELECT PAGES REVISED
11/11/2010



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A-98

Residential Architectural Standards

Arcola Center has been designed as a combination traditional/neo-traditional town. Architectural design, materials, and detailing will be reviewed as traditional within an historic context. Buildings must be aesthetically pleasing and consistent on all facades with particular attention being given to end wall elevations and rear elevations which are visible from streets and public gathering places. Homes with rear elevations in full view from thoroughfares will require special attention to detail. The following information will be given specific scrutiny during the overall review procedures of the Arcola Center Owners Association.

Form, Scale, and Proportion

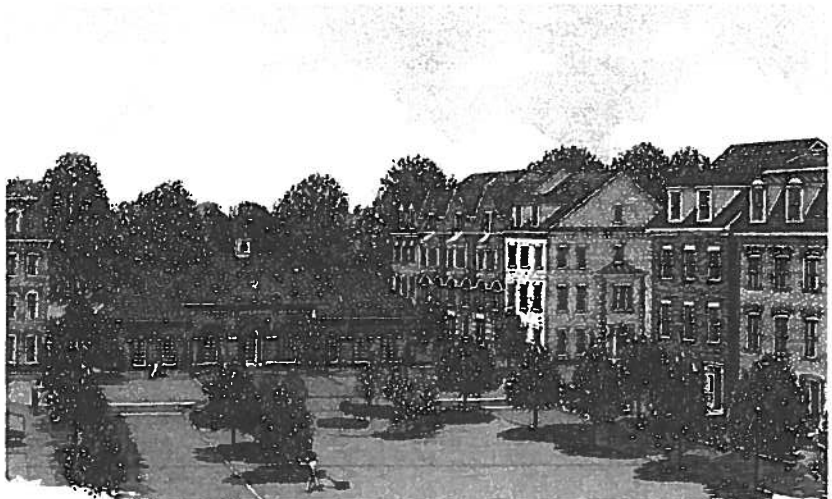
- Building form, scale, and proportions shall be harmonious with the design of adjacent buildings and shall be "pedestrian friendly" in orientation rather than vehicular.
- Standalone residential units shall be limited to three stories.
- Building design shall be harmonious with the character of adjacent buildings. An unbroken, single plane facade which comprises the entire front elevation shall be prohibited; unless a true colonial style of architecture is proposed. Windows shall be included on left and right elevations. Facade modulation shall reference the historic scale, facades, and details of the region.
- For four-story multi-family buildings with the first floor devoted to parking, the entrances to such parking shall be designed so as not to detract from the pedestrian oriented character of the abutting streetscape.



MAIN STREET AT ARCOLA CENTER
JULY 2011

Accessory Structures, Buildings and Enclosures

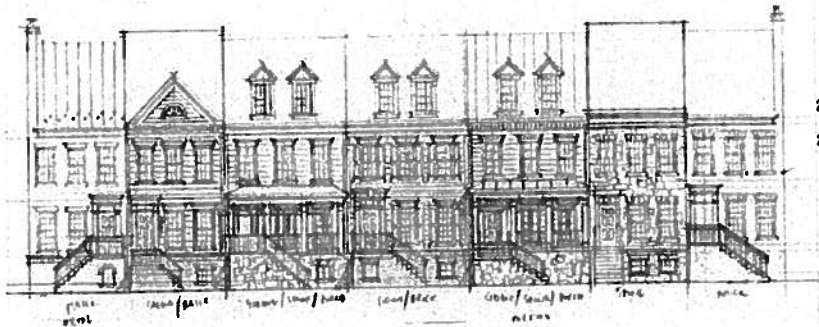
- All detached structures such as garages, pavilions, or sheds shall be of similar design and materials as the primary structure.
- Wing walls may be used for creating privacy if consistent with the architectural style but should be integrated and not appear as separate or add-on elements.
- For multi-family structures, temporary waste and rubbish storage facilities may be allowed provided that such facilities are screened from view and wind by architectural or landscape features. All waste and rubbish containers shall to the extent practicable, be kept covered and out of sight from public, streets, bikeways, pedestrian pathways, and transit corridors at all times.
- The single family attached homes' rear elevations will not face Route 50. Multi-family elevations on Route 50 will be designed to facilitate an aesthetically pleasing Route 50 corridor and to maintain architectural integrity set forth by the Residential Architectural Standards listed herein.



Arcola
CENTER

Brick & Siding

- All brick shall be wire cut, extruded, molded or simulated molded brick.
- Sides of end unit town homes should be the same material the front elevation when facing public street or public place



as
a

Roofs

- All roof pitches should be proportional with the design of the building. Intermixing gable roofs and hipped roofs is encouraged promote a visually exciting and animated streetscape.
- Gutters and downspouts should be integrated into the architectural design in color, shape, and location.
- For multi-family structures, all flashing, attic ventilators, metal chimneys, and vents must be painted to complement the roof or the material they are adjacent to.

of
to

Wood Detailing

- For end unit of town homes, trim and detailing must be wood, simulated wood product, painted pre-finished, the same on three sides and shall reinforce the character or architectural style of the building.
- A consistent style of window and door shall be used for each house or building.



or
or

Porches, Balconies, and Decks

- Porches and balconies on front, sides, and in view of streets or public places shall be painted, unless the architecture is integrated with the style and specific design of the home.
- Decks and balconies should be designed to highlight unit identity and to help create residential scale. They should be an integral part of the design and should not appear as separate or add-on elements.

Paving Materials

- Driveways shall be either asphalt or concrete or brick/concrete paver. Placement of driveways will be such that street tree plantings are not eliminated. The concrete driveway apron should be extended into the driveway to match the sidewalk so that visually the sidewalk is not divided by a portion of asphalt.
- All walks are to be concrete or brick pavers unless approved by the Association.
- Crosswalks with alternate paving materials, or stamped concrete, may be utilized in certain areas upon approval by the Association and Loudoun County to give a visual and textural transition between vehicular and non-vehicular movements.



A-100

Parking

Parking areas for multi-family structures shall be visually screened from adjacent roads and development sites by berms, evergreen and deciduous tree and shrub plantings. Parking areas should include the use of landscaped islands and medians containing trees and/or other landscape materials for the purpose of softening the effect of large paved areas.

Residential Landscape Standards

The landscape character of Arcola Center shall serve as a unifying element within the community. The repetitive use of indigenous materials and landscape features will evoke the image of both a Traditional Town. Of prime importance are the planting of street trees throughout and the preservation of existing trees to the extent practical. The following provides specific requirements for those elements that comprise the landscape of Arcola Center including hardscape features and plantings.

Plantings

- Street trees are the single most important element of the planned landscape improvements within Arcola Center and are required on all public and private roads. Street trees shall be of a type that provides a large canopy at maturity and shall be located to achieve a continuous canopy wherever possible. Spacing should depend on ultimate sizes of trees.
- Landscaping should consist of a wide variety of trees, shrubs and ground covers to create a well integrated landscape. Shrubs and ground covers should be planted in masses of a single species and in sufficient numbers to create beds or drifts of plants. Selected plants should provide strong seasonal and visual interest, variation in texture, habitat, color, and flowering time.
- Evergreen trees shall be provided to screen rear yards where exposed to direct view from streets or civic spaces. A minimum of three trees per grouping shall be provided in each instance.

Screening

Any utility boxes, if allowed above-ground by an approved waiver, mechanical equipment and parking areas shall be screened with walls, fencing or plantings when visible from streets and civic places. Screening must integrate into the street concept and must not call attention to the item being screened.

Site Lighting

- Street lighting is required at all public street intersections within Arcola Center. The fixture approved for use shall be provided along with criteria for location and height.
- Lighting shall be compatible and harmonious throughout the properties and shall be in keeping with the specific use of the building.

Signage

The purpose of the signage and graphics design standards is to establish a unified and functional system while maintaining aesthetic cohesiveness throughout the development. All temporary or permanent signage must be approved by the Association and must be consistent in the use of the community logo, design, and style and must conform to the comprehensive signage package approved by Loudoun County.





Jeffrey A. Nein, AICP
Senior Land Use Planner
(703) 456-8103
jnein@cooley.com

BY HAND DELIVERY

July 28, 2010

Ginny Rowen
Project Manager
Department of Planning
1 Harrison St., S.E., 3rd Floor
Leesburg, Virginia 20177

**RE: ZCPA 2009-0008 and ZCPA 2009-0009, Arcola Center-The Shops and Arcola Center
Response to First Review Comments**

Dear Ginny:

This letter and the enclosed Gorove/Slade memos address the comments received regarding the first review of the ZCPA applications. Subsequent to the submission of these applications, we have decided to pursue additional proffer amendments, described below, which we have discussed informally with you, Sarah Milin and Cindy Keegan. This second submission includes the following additional proffer amendments:

1. Clarify that R-District residential buildings with only parking and/or non-occupied space on the ground floor may include up to three stories of residential space above the ground floor.
2. Clarify that the R-Districts will be served by either one large community clubhouse and pool or two smaller clubhouses and pools.

We also have added another proffer amendment to allow an option for off-site non-retail commercial floor area to be built by the Applicant to be used to partially or wholly satisfy the Phase 1 zoning permit and Phase 2 construction commercial/residential linkage commitments. Finally, after further consideration, we have decided not to delete the temporary park and ride lot commitment in The Shops proffers.

Enclosed please find 10 copies each of the revised proffer statements, comparison versions with the approved proffers, and 6 copies each of the revised traffic memorandum requested by VDOT and Gorove/Slade's accompanying response to VDOT and OTS.

The staff review comments are addressed below. Each agency's comments are summarized (noted in *Italics*) and followed by our response.

A-102

Ginny Rowen
July 28, 2010
Page Two

Community Planning, Department of Planning (comments dated 1/13/10)

1. Land Use Phasing. Staff supports the proposed amendments to the Arcola Center phasing plan as they are relatively minor in nature and do not result in significant deviations from that originally approved by the Board of Supervisors.

Comment acknowledged.

2. Typical Yard Details – Townhouse Lots. Staff has no issues with the proposed Arcola Center Concept Development Plan amendment.

Comment acknowledged.

3. Transportation. Staff defers to the Office of Transportation Services (OTS) and the Virginia Department of Transportation (VDOT) to determine whether the proposed amendments to the proffered transportation commitments are adequate for each phase of development.

Please see responses to VDOT and OTS below.

Zoning Administration, Department of Building and Development (comments dated 1/14/10)

II. Critical Issues

1. At this time, no critical zoning issues are associated with this application.

Comment acknowledged.

III. Other

1. ZCPA-2009-0009 Proffer Statement – Proffer III. Residential/Commercial Development Phasing A through F. The proffers are proposed to be updated to allow incremental phasing of the residential development dependant on the commercial development. For each Phase, the proposed proffer amendment regarding the incremental increases should reflect the ratio of non-retail uses of commercial development as required in the original proffer.

The applicable proffers have been revised to maintain the ratio of non-retail uses for the cumulative incremental increases, as suggested.

Virginia Department of Transportation (comments dated 1/25/10)

1. The Traffic Impact Analysis includes the necessary analysis to determine whether the proposed phased proffers are in place concurrent or prior to construction of the proposed phased land use; however, it lacks certain back up information such as volumes to make the final determination. The following comments provide more detail:

Ginny Rowen
July 28, 2010
Page Three

A. *The report does not contain analysis-year (2012) volumes. We request a table that includes turning movement volumes and LOS for critical intersections, comparing approved TIAs and ZCPA.*

B. *Please provide a trip generation table, comparing information provided on the approved TIA vs. trip generations proposed for ZCPA.*

C. *Please confirm that trip distributions used on the proposed ZCPA match the approved TIAs.*

D. *Please show where development is occurring on all applicable figures.*

E. *Shouldn't the Trip Generation Table on Page 9 reflect 300,000 square feet of development on Dulles Landing Parcel? This table is a repeat from Page 7.*

Please see the enclosed revised traffic memorandum and response from Gorove/Slade.

2. *The Proffers should ensure that whatever triggers are used to initiate roadway improvements, the turn lanes and traffic signals are in place at such time as public street connections and entrances are constructed on Route 50, Route 607 and Route 621. This is especially important for Route 621, as the roadway improvements and turn lanes need to be in place concurrent with construction of the entrance due to the configuration of the existing roadway.*

Comment acknowledged.

3. *Prior to construction of the roadway improvements and connections, it will be necessary to address the intersection spacing requirements of the VDOT Access Management Regulations in Appendix F of the VDOT Road Design Manual. If any of the spacing standards are not met and an exemption to those standards is desired, a request for an exemption should be submitted per Page F-30 of Appendix F.*

Comment acknowledged.

Office of Transportation Services (comments dated 4/20/10)

1. *OTS concurs with VDOT's January 25, 2010 comments regarding the need for additional detail/information to be provided in the Applicant's traffic memorandum. OTS staff is available to meet with VDOT and the Applicant to discuss a revised traffic memorandum/addendum prior to submittal.*

Please see the enclosed revised traffic memorandum and response from Gorove/Slade.

2. *The Applicant should confirm the specifics of the improvements proposed along Route 621 (i.e., the extent of the widening proposed between Loudoun County Parkway and the easternmost entrance to The Shops site). The traffic memorandum references "realignment" of*

Ginny Rowen
July 28, 2010
Page Four

this roadway. Given the existing transition for four to two lanes just west of Loudoun County Parkway, it would seem that construction of a four-lane section with turn lanes west to the site entrance would be logical for this relatively short distance.

The County approved construction plans for Route 621 (CPAP 2007-0017) that provide for a four-lane section with turn lanes for The Shops entrance just to the west of Loudoun County Parkway.

3. The ZCPA applications propose to add prerequisite conditions to the proffers requiring full funding and commencement of construction of the Route 50/Loudoun County Parkway (Route 606) interchange prior to payment of proffered funds to the County. The ZCPA applications also propose to extend the period of time (from 90 days to 6 months) by which the Applicant must provide the cash contribution. OTS does not support the proposed changes.

The proffers for the interchange contribution have been revised to provide for the payment of the contributions in the event design plans are approved and funding commitments are in place to allow the scheduling of construction. It is the Applicant's intent to provide such payment when construction of the interchange is imminent.

4. The applications propose to eliminate the temporary park and ride lot proffered as part of The Shops rezoning (ZMAP 2005-0035) in favor of construction of the permanent park and ride lot proffered as part of the Arcola Center rezoning (ZMAP 2006-0015). OTS supports elimination of the temporary lot only if the permanent lot is in place in the same timeframe as the temporary lot would have been open for use. Further discussion with the Applicant is necessary on this issue. Also, the location of the permanent lot within the site, which was generally identified with ZMAP 2006-0015, requires further discussion with the Applicant so as to ensure that bus routing and circulation will function adequately with the proposed phased road network in the short term as well as with the ultimate road network in the long term.

After further consideration, we have decided not to delete the commitment for a temporary park and ride lot.

We believe this letter, the revised proffers and the traffic report addendums address all staff review comments. We respectfully request to have these applications scheduled for a Planning Commission public hearing in September.

Thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions or require any additional information.



Ginny Rowen
July 28, 2010
Page Five

Very truly yours,

Cooley LLP

A handwritten signature in black ink, appearing to read "Jeffrey A. Nein". The signature is written over the printed name and title.

Jeffrey A. Nein, AICP
Senior Land Use Planner

Enclosures

cc: Russ Gestl, Buchanan Partners
Pat Quante, P.E., Bowman Consultants
Chris Tacinelli, P.E., Gorove/Slade Associates, Inc.

429234 v1/RE



MEMORANDUM

TO: Lou Mosurak Loudoun County OTS
Thomas Walker VDOT
Alex Faghri VDOT

FROM: Christopher Tacinelli
Tushar Awar
Jahid Russel

DATE: July 28, 2010

SUBJECT: Response to Comments for Arcola Center-The Shops and Arcola Center – First Referral
Loudoun County Application Numbers ZCPA 2009-0008 and ZCPA 2009-0009

This document addresses the comments received from VDOT and OTS staff for conditions for Arcola Center-The Shops and Arcola Center, Loudoun County Application Numbers ZCPA 2009-0008 and ZCPA 2009-0009 in Loudoun County, Virginia. Each comment is presented in *italics* with the response in **bold** immediately following.

COMMENTS FROM OTS (DATED APRIL 20, 2010):

- 1) *OTS concurs with VDOT's January 25, 2010 comments regarding the need for additional detail/information to be provided in the Applicant's traffic memorandum (e.g., (1) inclusion of 2012 traffic volumes; (2) provision of a table/matrix containing volumes/LOS for each critical intersection and comparison of proposed (ZCPA) conditions to approved (ZMAP) conditions; and (3) confirmation that trip distributions match those in the approved traffic studies for the initial ZMAPs). OTS staff is available to meet with VDOT and the Applicant to discuss a revised traffic memorandum/addendum prior to submittal.*

Comment acknowledged. The VDOT comments were received in January 2010 and discussions were held with VDOT staff in March 2010 with respect to the additional detail/information required in the traffic memorandum. Based on the discussions held with the VDOT staff, a revised traffic memorandum has been prepared with the requested information. Please review the latest revised traffic memorandum dated April 05, 2010.

- 2) *The Applicant should confirm the specifics of the improvements proposed along Route 621 (i.e., the extent of the widening proposed between Loudoun County Parkway and the easternmost entrance to The Shops site). The traffic memorandum references "realignment" of this roadway. Given the existing transition from four to two*

lanes just west of Loudoun County Parkway, it would seem that construction of a four-lane section with turn lanes west to the site entrance would be logical for this relatively short distance.

Comment noted. The approved CPAP for Route 621 (CPAP 2007-0107 APPROVED 6-5-2008) shows a four lane section of Route 621.

- 3) *The ZCPA applications propose to add prerequisite conditions to the proffers requiring full funding and commencement of construction of the Route 50/Loudoun County Parkway (Route 606) interchange prior to payment of proffered funds to the County (a total of \$8 million towards the interchange was (and is proposed to remain) proffered by The Shops and Arcola Center). The ZCPA applications also propose to extend the period of time (from 90 days to 6 months) by which the Applicant must provide the cash contribution after it receives a request for payment from the County once the prerequisite conditions (approved design, full funding, and commencement of construction) have been met. OTS does not support the proposed additional prerequisite conditions of full funding and commencement of construction as they would require the County to come up with more funds than otherwise necessary for the interchange project and would essentially establish what amounts to a reimbursement process on the part of the Applicant. OTS recommends that the proffers continue to require payment of the proffered funds within 90 days of Applicant's receipt of notice that the County and VDOT have approved a design for the interchange.*

As noted above, the Applicant is committed to the cash contribution proffer for the proposed interchange at Route 50/Loudoun County Parkway (Route 606). We are not proposing any changes to the overall commitment. However, the Applicant would like to adjust the trigger for this commitment to correspond to the funds actually being immediately utilized for the construction work, rather than them being provided only to sit in an account until funding is secured.

- 4) *The applications propose to eliminate the temporary park and ride lot proffered as part of The Shops rezoning (ZMAP 2005-0035) in favor of construction of the permanent park and ride lot proffered as part of the Arcola Center rezoning (ZMAP 2006-0015). Both the temporary and permanent lots would contain 200 parking spaces. The temporary lot was to be triggered at the 350,000th sq ft of non-residential development on The Shops site, while the permanent lot was (and is proposed to continue) to be triggered at the 651st residential unit on the Arcola Center site. OTS supports elimination of the temporary lot only if the permanent lot is in place in the same timeframe as the temporary lot would have been open for use. Further discussion with the Applicant is necessary on this issue. Also, the location of the permanent lot within the site, which was generally identified with ZMAP 2006-0015, requires further discussion with the Applicant so as to ensure that bus routing and circulation will function adequately with the proposed phased road network in the short term as well as with the ultimate road network in the long term.*

The proposed change to the proffer for the temporary park and ride lot is no longer being pursued. The existing proffer will be maintained.

COMMENTS FROM VDOT (DATED JANUARY 25, 2010):

- 1) *The Traffic Impact Analysis includes the necessary analysis to determine whether the proposed phased proffers are in place concurrent or prior to construction of the proposed phased land use; however, it lacks certain back up information such as volumes to make the final determination. The following comments provide more detail:*
 - a. *The report does not contain analysis-year (2012) volumes. Although this information can be extracted in bits and pieces from the appendix, however, it is requested to provide this information in the body of the report for comprehensiveness and accuracy. In particular, we are requesting a table that includes turning movement volumes and LOS for critical intersections, comparing approved TIAs (per analysis year including existing, interim and full build-out) and ZCPA (per development phase.) Please note that analysis-years do not necessarily have to match between the two scenarios (i.e., TIA and ZCPA development phase). So, no new volumes should be developed. The table should only reflect what is reported on these two reports.*

Under the proposed Zoning Concept Plan Amendment (ZCPA), the transportation proffer commitments that were approved with the Shops property rezoning (ZMAP) have been phased.

As requested by the VDOT reviewer, a table showing the turning movement volumes and LOS for critical intersections, comparing the approved Traffic Study (ZMAP) and the traffic memorandum for the ZCPA is included in the revised traffic memorandum for the ZCPA dated April 5, 2010. Consistent with the traffic memorandum for the ZCPA, following is the list of critical intersections that are included in the table:

- 1. Loudoun County Parkway and Dulles South Parkway**
- 2. Loudoun County Parkway and Evergreen Mills Road**
- 3. Evergreen Mills Road and Site Entrance (first entrance to the west of #2)**
- 4. Route 50 and Hutchinson Farm Road**

Please note that not all intersections were analyzed under each phase. The intersection/s primarily affected under each phase were analyzed. However, as requested by the reviewer, the turning movement volumes and LOS for the site entrances under each phase are also provided in the revised traffic memorandum for the ZCPA.

- b. *Following up on comment 1, above, please provide a trip generation table, comparing information provided on the approved TIA (per analysis year) vs. trip generations proposed for ZCPA (per development phase.)*

As noted above, under the proposed Zoning Concept Plan Amendment (ZCPA), the transportation proffer commitments that were approved with the Shops property rezoning (ZMAP) have been phased. Hence, the trip generation for the ZCPA (per development phase) is a breakdown of the approved ZMAP. The trip generation information is attached at the back of this memorandum.

- c. *Please confirm that trip distributions used on the proposed ZCPA match the approved TIAs.*

As discussed at the March 17, 2010 meeting, the global trip distributions used in the traffic memo for the proposed ZCPA are consistent with the previously approved TIA. However, since the ZCPA calls for phased roadway commitments, the internal site trip distribution was tweaked to accommodate the phased nature of the roadway improvements.

- d. *Please show where development is occurring on all applicable figures.*

The traffic memo prepared for the ZCPA shows the location of the development occurring under each phase.

- e. *Shouldn't the Trip Generation Table on Page 9 reflect 300,000 square feet of development on Dulles Landing Parcel? This table is a repeat from Page 7.*

Comment noted. The revised traffic memorandum for the ZCPA dated April 5, 2010 shows the revised trip generation table for Phase III, which incorporates 300,000 SF of development on the Dulles Landing parcel.

- 2) *The Comment Proffers should ensure that whatever triggers are used to initiate roadway improvements, the turn lanes and traffic signals are in place at such time as public street connections and entrances are constructed on Route 50, Route 607, and Route 621. This is especially important for Route 621, as the roadway improvements and turn lanes need to be in place concurrent with construction of the entrance due to the configuration of the existing roadway.*

Comment noted.

- 3) *Prior to construction of the roadway improvements and connections, it will be necessary to address the intersection spacing requirements of the VDOT Access Management Regulations in Appendix F of the VDOT Road Design Manual. If any of the spacing standards are not met and an exemption to those standards is desired, a request for an exemption should be submitted per Page F-30 of Appendix F.*

Comment noted.

TRIP GENERATION TABLES

Trip Generation – ZCPA Phasing (2012)

Land Use	ITE Code	Size	Units	----- Week day -----						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
Phase 1										
Shopping Center	820	450,000	SF	236	150	386	812	878	1,690	18,052
Pass-by Reduction		15%		-36	-22	-58	-122	-132	-254	-2,708
Total				200	128	328	690	746	1,436	15,344
Phase 2 (Inclusive of Phase 1)										
Shopping Center	820	600,000	SF	280	179	459	981	1,062	2,043	21,764
Pass-by Reduction		15%		-42	-27	-69	-148	-159	-307	-3,265
Total				238	152	390	833	903	1,736	18,499
Phase 3 (Inclusive of Phase 2)										
Shopping Center (Arcola-Shops)	820	600,000	SF	280	179	459	981	1,062	2,043	21,764
Pass-by Reduction		15%		-42	-27	-69	-148	-159	-307	-3,265
Shopping Center (Dulles Landing)	820	300,000	SF	185	118	303	621	672	1,293	13,870
Pass-by Reduction		15%		-28	-18	-46	-94	-100	-194	-2,081
Total				395	252	647	1,360	1,475	2,835	30,288
Phase 2A										
Multi-family Units (South of Dulles Pkwy.)	230	350	DU	24	117	141	113	55	168	3,045

Trip Generation - Approved TIA (2015)

Land Use	ITE Code	Size	Units	----- Week day -----						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
Land Bay A										
Multifamily	230	350	DU	24	117	141	113	55	168	3,045
Transit Reduction		10%		-2	-12	-14	-11	-6	-17	-305
Subtotal Land Bay A (FAR = 24/ac)				22	105	127	102	50	151	2,741
Land Bay B										
Multifamily	230	29	DU	4	16	20	15	7	22	253
Transit Reduction		10%		0	-2	-2	-2	-1	-2	-25
Subtotal Land Bay B (FAR = 24/ac)				4	14	18	14	6	20	228
Land Bay C-1										
General Office Building	710	200,000	SF	288	39	327	52	251	303	2,275
Transit Reduction		10%		-29	-4	-33	-5	-25	-30	-228
Trips to and from Land Bays A, B, E2 & G		2%		-6	-1	-7	-1	-5	-6	-46
Subtotal Land Bay C-1 (FAR = 0.35)				253	34	288	46	221	267	2,002
Land Bay C-2										
Shopping Center	820	100,000	SF	96	61	157	301	326	627	6,792
Pass-by Reduction		15%		-14	-9	-24	-45	-49	-94	-1,019
Internal Capture		15%		0	0	0	-45	-49	-94	-1,019
Trips to and from Land Bays A, B, E2 & G		2%		-2	-1	-3	-6	-7	-13	-136
Subtotal Shopping Center				80	51	130	205	222	426	4,619
General Office Building	710	100,000	SF	166	22	188	33	158	191	1,335
Transit Reduction		10%		-17	-2	-19	-3	-16	-19	-134
Internal Capture		4%		0	0	0	-2	-7	-8	-54
Trips to and from Land Bays A, B, E2 & G		2%		-3	0	-4	-1	-3	-4	-27
Subtotal Office Building				146	19	165	27	132	160	1,121
Subtotal Land Bay C-2 (FAR = 0.32)				226	70	296	232	354	586	5,739
Land Bay D										
Office/Condo	710	300,000	SF	398	54	452	71	344	415	3,109
Transit Reduction		10%		-40	-5	-45	-7	-34	-42	-311
Trips to and from Land Bays A, B, E2 & G		2%		-8	-1	-9	-1	-7	-8	-62
Subtotal Land Bay D (FAR = 0.30)			SF	350	48	398	62	303	365	2,736
Land Bay E-1										
Shopping Center	820	50,000	SF	64	40	104	191	206	397	4,328
Pass-by Reduction		15%		-10	-6	-16	-29	-31	-60	-649
Internal Capture		15%		0	0	0	-29	-31	-60	-649
Trips to and from Land Bays A, B, E2 & G		2%		-1	-1	-2	-4	-4	-8	-87
Subtotal Shopping Center				53	33	86	130	140	270	2,943
General Office Building	710	50,000	SF	96	12	108	23	112	135	783
Transit Reduction		10%		-10	-1	-11	-2	-11	-14	-78
Internal Capture		5%		0	0	0	-1	-6	-7	-39
Trips to and from Land Bays A, B, E2 & G		2%		-2	0	-2	0	-2	-3	-16
Subtotal Office Building				84	11	95	19	93	112	650
Subtotal Land Bay E-1 (FAR = 0.30)				138	44	181	149	233	382	3,593

Land Use	ITE Code	Size	Units	----- Week day -----						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
Land Bay E-2										
Multifamily	230	450	DU	30	142	172	139	68	207	3,915
Transit Reduction		10%		-3	-14	-17	-14	-7	-21	-392
Subtotal Land Bay E-2 (FAR = 20/ac)				27	128	155	125	61	186	3,524
Land Bay F-1										
General Office Building	710	400,000	SF	501	68	569	90	437	527	3,880
Transit Reduction		10%		-50	-7	-57	-9	-44	-53	-388
Trips to and from Land Bays A, B, E2 & G		2%		-10	-1	-11	-2	-9	-11	-78
Subtotal Land Bay F-1 (FAR = 0.32)				441	60	501	79	385	464	3,414
Land Bay F-2										
Shopping Center	820	850,000	SF	346	220	566	1,235	1,336	2,571	27,294
Pass-by Reduction		15%		-52	-33	-85	-185	-200	-386	-4,094
Internal Capture		15%		0	0	0	-185	-200	-386	-4,094
Trips to and from Land Bays A, B, E2 & G		2%		-7	-4	-11	-25	-27	-51	-546
Subtotal Shopping Center				287	183	470	840	908	1,748	18,560
General Office Building	710	170,000	SF	253	34	287	46	224	270	2,008
Transit Reduction		10%		-25	-3	-29	-5	-22	-27	-201
Internal Capture		4%		0	0	0	-2	-9	-11	-80
Trips to and from Land Bays A, B, E2 & G		2%		-5	-1	-6	-1	-4	-5	-40
Subtotal Office Building				223	30	253	39	188	227	1,687
Subtotal Land Bay F-2 (FAR = 0.23)				510	213	722	878	1,097	1,975	20,247
Land Bay G										
Multifamily	230	500	DU	32	156	188	151	74	225	4,350
Transit Reduction		10%		-3	-16	-19	-15	-7	-23	-435
Subtotal Land Bay G (FAR = 24/ac)				29	140	169	136	67	203	3,915
Total Proposed Trips (Without Reductions)				2,298	981	3,279	2,460	3,598	6,058	63,367
Total Reduced Trips				-299	-125	-424	-637	-823	-1,459	-15,229
TOTAL PROPOSED TRIPS (WITH REDUCTIONS)				1,999	856	2,855	1,823	2,775	4,599	48,138



MEMORANDUM

TO: Lou Mosurak Loudoun County OTS
Thomas Walker VDOT
Alex Faghri VDOT

CC: Russ Gestl Buchanan Partners

FROM: Christopher Tacinelli, P.E.
Tushar Awar, P.E.
Jahid Russel

DATE: July 28, 2010

SUBJECT: The Shops and Arcola Center – Zoning Concept Plan Amendments (ZCPAs)

INTRODUCTION

The Arcola Center Development is proposing alterations to approved proffers as part of a Zoning Concept Plan Amendment (ZCPA). The proposed alterations create land use and road network thresholds that are incremental to the currently established phasing. These alterations do not anticipate any changes to the density of the project, the project land uses, the location of development on site or the number and elements associated with the various transportation proffers. The changes simply provide the opportunity for smaller development increments on site.

For reference, the Arcola Center development consists of a mixed-use development combining residential, office, retail and hotel uses and was approved under two rezoning cases, namely:

- ♦ **The Shops (ZMAP 2005-0035)** – consist of approximately 75 acres combining retail and hotel uses. This area is located north of Dulles South Parkway (North Collector Road), north and south of Evergreen Mills Road, east of Arcola Boulevard (Route 606 Extended), and west of Loudoun County Parkway.
- ♦ **Arcola Center (ZMAP 2006-0015)** – consist of approximately 312 acres combining residential, office, retail, and hotel uses. This area is located north of U.S. Route 50, south of Evergreen Mills Road, east of Route 659 (Gum Spring Road), and west of Loudoun County Parkway.

A breakdown of the two rezoning cases is presented in **Table 1**.

Table 1: Breakdown of Approved Rezoning Cases

Rezoning Case	Residential	Office	Retail	Fitness Center	Hotel
ZMAP 2005-0035	0 DU	0 SF	660,000 SF	0 SF	113 Rooms (90,000 SF)
ZMAP 2006-0015	1,220 DU	2,185,000 SF	255,000 SF	40,000 SF	225 Rooms (80,000 and 100,000 SF)

Prior Background Assumptions

In order to analyze this incremental phasing, new forecasts were developed. In order to develop these forecasts, data from the previously approved traffic impact studies and signal warrant studies were used. Namely, traffic study for Arcola Center, signal warrant study for Loudoun County Parkway and Dulles South Parkway, traffic impact study for Evergreen Commerce Center, VDOT's Synchro files and ITE Trip Generation 7th edition were evaluated and utilized to forecast traffic.

The following assumptions were considered in order to perform capacity analysis:

- ♦ The traffic counts were compared and reviewed (presented below) for major roads surrounding the proposed development and show a decrease in traffic for the last three years:

Peak Hour Volumes (AM+PM)			
	Evergreen Mills Road Loudoun County Parkway Loudoun County Parkway		
Year	West of LCP	North of Evergreen Mills Road	South of Evergreen Mills Road
2005	2397	3995	5353
2008	2317	3497	5242
Difference (2008-2005)	-80	-498	-111
Growth	-3.3%	-12.5%	-2.1%

The results presented in the table above show that there has been a decrease in the trips along Evergreen Mills Road and Loudoun County Parkway between 2005 and 2008. Hence, the traffic counts used in the original traffic study are valid and combined with the studies calculated growth rate, are on the conservative side

- ♦ Loudoun County's Growth Summary data was reviewed in order to check the inherent growth used in previous studies. The review and comparison showed that the inherent growth rate used was on the conservative side.
- ♦ Based on the review, a 2% annual regional growth rate along the study roadways was used. This growth rate is consistent with prior studies and on the conservative side presenting the worst-case scenario
- ♦ No new roadways were assumed to be in place within the study area. Hence, no rerouting of

traffic was assumed

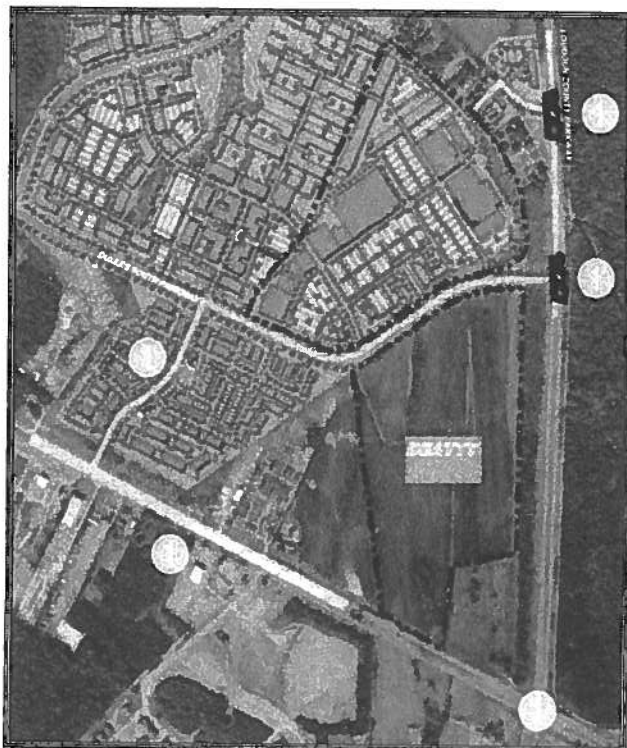
- ♦ The proposed build out for the development was assumed to be 2012
- ♦ Synchro 7 was used to perform the intersection capacity analyses based on the Highway Capacity Manual methodology. Loudoun County's level of service criteria of LOS 'D' or better by approach was used.
- ♦ **Hazardous Locations:** A field reconnaissance was conducted on the roadways and intersections within the vicinity of the proposed Arcola Center site. No hazardous conditions were found as a result of the field inspection.

Proffer Conditions

The following transportation proffer commitments have been approved with respect to 'The Shops at Arcola Center' (ZMAP 2005-0035) and are required to be constructed before any retail square footage is occupied. However, under the proposed Zoning Concept Plan Amendment, the transportation proffer commitments have been phased. The transportation proffer commitments listed below have been color-coded and are reflected in the figures below.

1. Construction of Dulles South Parkway from Loudoun County Parkway to the westernmost site entrance for 'The Shops' parcel
2. Construction of Hutchinson Farm Drive from Route 50 to 'The Shops' site entrance
3. Realignment of Evergreen Mills Road and construction of site access for 'The Shops' parcel
4. Widening of Route 50 (westbound) from the 'Dulles Landing' property to the western limit of site
5. Monetary contribution towards the construction of an interchange at the intersection of Loudoun County Parkway and Route 50

Approved Proffer Conditions (ZMAP)



Proposed Proffer Conditions (ZCPA)



Note: Section 2 is inclusive of Section 2A and Section 4 is inclusive of Section 4A.

PROPOSED TRANSPORTATION PHASES FOR THE SHOPS

This memorandum evaluates a proposal to develop interim phases for each of the transportation proffer commitments previously listed along with interim development thresholds tied to each improvement. A capacity analysis is presented for the key intersections to confirm that the proposed transportation network accommodates the development thresholds.

Phase I: Dulles South Parkway

Proposed Transportation Improvement:

1. Construction of Dulles South Parkway from Loudoun County Parkway to the westernmost site entrance for 'The Shops' parcel

Development Threshold:

- Upto 450,000 square feet of proposed development on 'The Shops' parcel. **Figure 1** shows the approximate location of the proposed development piece.

Trip Generation and Distribution:

Land Use	ITE Code	Size	Units	----- Week day -----					
				AM Peak Hour			PM Peak Hour		
				In	Out	Total	In	Out	Daily Total
Retail Use									
Shopping Center	820	450,000	SF	236	150	386	812	878	1,690
Pass-by Reduction		15%		-36	-22	-58	-122	-132	-254
Total				200	128	328	690	746	1,436

Site Trip Distribution (DOA) Assumptions:

Evergreen Mills Road, west of Loudoun County Parkway	20%
Loudoun County Parkway, north of Evergreen Mills Road	20%
Loudoun County Parkway, south of Evergreen Mills Road	60%

Analysis:

- The capacity analysis reveals that the intersection of Dulles South Parkway and Loudoun County Parkway operates at acceptable levels of service (LOS B in AMPH and LOS C in PMPH). The proposed lane use and levels of service are shown in **Figure 2**.
- Of note, the parameters and assumptions used in this analysis are consistent with the previously approved traffic impact studies validated with updated review presented in prior sections.



Figure 1

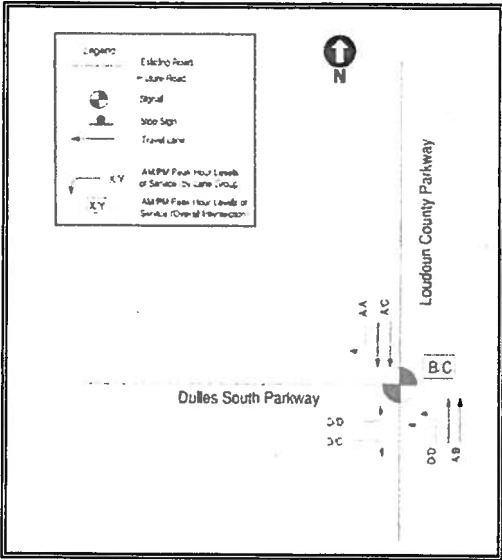


Figure 2

Phase II: Dulles South Parkway and Hutchinson Farm Drive Access

Proposed Transportation Improvements:

1. Construction of Dulles South Parkway from Loudoun County Parkway to the westernmost site entrance for 'The Shops' parcel; and
2. Construction of Hutchinson Farm Drive from Route 50 to 'The Shops' site entrance

Development Threshold:

- On construction of 450,001st square feet and upto 600,000 square feet of proposed development on 'The Shops' parcel. **Figure 3** shows the approximate location of the proposed development piece.

Trip Generation and Distribution:

Land Use	ITE Code	Size	Units	----- W e e k d a y -----						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
Retail Use										
Shopping Center	820	600,000	SF	280	179	459	981	1,062	2,043	21,764
Pass-by Reduction		15%		-42	-27	-69	-148	-159	-307	-3,265
Total				238	152	390	833	903	1,736	18,499

Site Trip Distribution (DOA) Assumptions:

Evergreen Mills Road, west of Loudoun County Parkway	20%
Loudoun County Parkway, north of Evergreen Mills Road	20%
Loudoun County Parkway, south of Evergreen Mills Road	60%

Analysis:

- The capacity analysis reveals that the intersection of Dulles South Parkway with Loudoun County Parkway operates at acceptable levels of service. (LOS A in AMPH and LOS C in PMPH) and the intersection of Route 50 and Hutchison Farm Road also operates at acceptable levels of service (LOS A in AMPH and LOS C in PMPH).
- The proposed lane use and levels of service are shown in **Figure 4**.
- Of note, the parameters and assumptions used in this analysis are consistent with the previously approved traffic impact studies



Figure 3

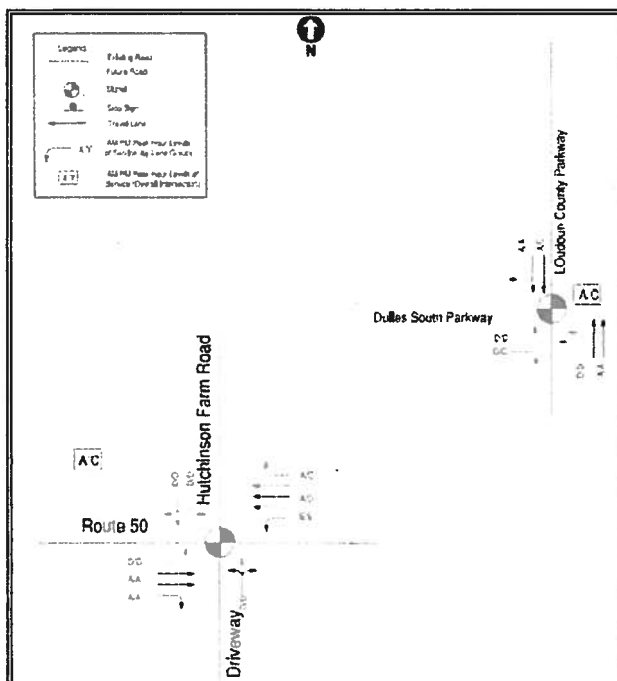


Figure 4

Phase III: Dulles South Parkway, Evergreen Mills Road Access, and Hutchinson Farm Drive

Proposed Transportation Improvements:

1. Construction of Dulles South Parkway from Loudoun County Parkway to the westernmost site entrance for 'The Shops' parcel;
2. Construction of Hutchinson Farm Drive from Route 50 to 'The Shops' site entrance; and
3. Realignment of Evergreen Mills Road and construction of site access for 'The Shops' parcel

Development Threshold:

- Upon construction of 600,001st square feet of proposed development on 'The Shops' parcel, **or** upon construction of both, 600,001st square feet of proposed development on 'The Shops' parcel and 300,000 square feet of development on the adjacent 'Dulles Landing' parcel.

Trip Generation and Distribution:

Land Use	Figure 7B ITE Code	Size	Units	----- Week day -----						
				AM Peak Hour			PM Peak Hour			Daily Total
				In	Out	Total	In	Out	Total	
Retail Use										
Shopping Center	820	600,000	SF	280	179	459	981	1,062	2,043	21,764
Pass-by Reduction		15%		-42	-27	-69	-148	-159	-307	-3,265
Total				238	152	390	833	903	1,736	18,499
Shopping Center (Dulles Landing)	820	300,000	SF	185	118	303	621	672	1,293	13,870
Pass-by Reduction		15%		-28	-18	-46	-94	-100	-194	-2,081
Total				157	100	257	527	572	1,099	11,789

Site Trip Distribution (DOA) Assumptions:

Evergreen Mills Road, west of Loudoun County Parkway	20%
Loudoun County Parkway, north of Evergreen Mills Road	20%
Loudoun County Parkway, south of Evergreen Mills Road	60%

Analysis:

- Consistent with the traffic study, this phase includes all critical local roadway links to be constructed to/from Route 50, Loudoun County Parkway, and Evergreen Mills Road, before full build out of the site. **Figure 5** on the next page shows the roadway network associated with Phase III. **Figure 6** shows proposed lane use and level of service for the external intersections.



Figure 5

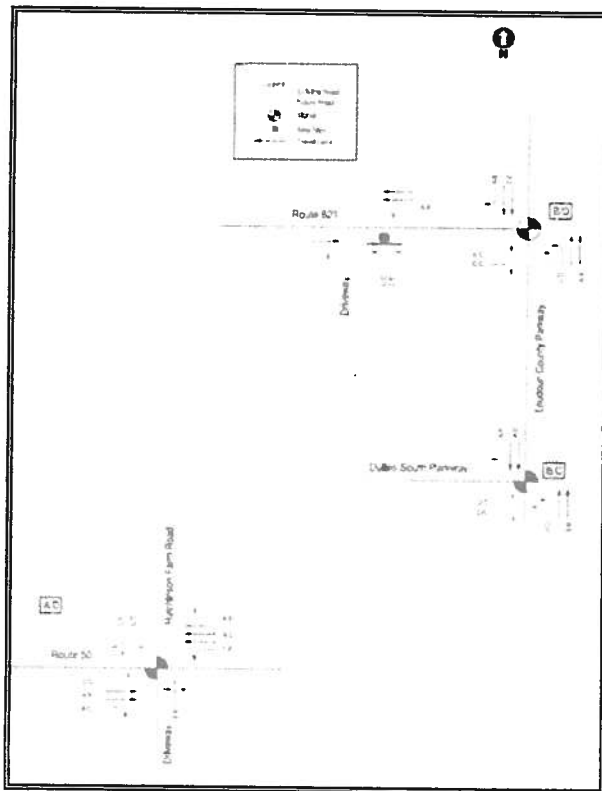


Figure 6

Regional Improvements

Proposed Transportation Improvement:

- 4. Widening of Route 50 (westbound) from the 'Dulles Landing' property along the site frontage

Development Threshold:

- Will construct the widening, provided the downstream portion along Route 50 (the section fronting the 'Dulles Landing' development) is in place.

Proposed Transportation Improvement:

- 5. Monetary contribution towards the construction of an interchange at the intersection of Loudoun County Parkway and Route 50

Development Threshold:

- Monetary contribution to the interchange will be made within six months of the County's request. Provided, the interchange has the design approval, is fully funded and is under construction.
- Figure 7 shows the location of the regional improvements listed above.

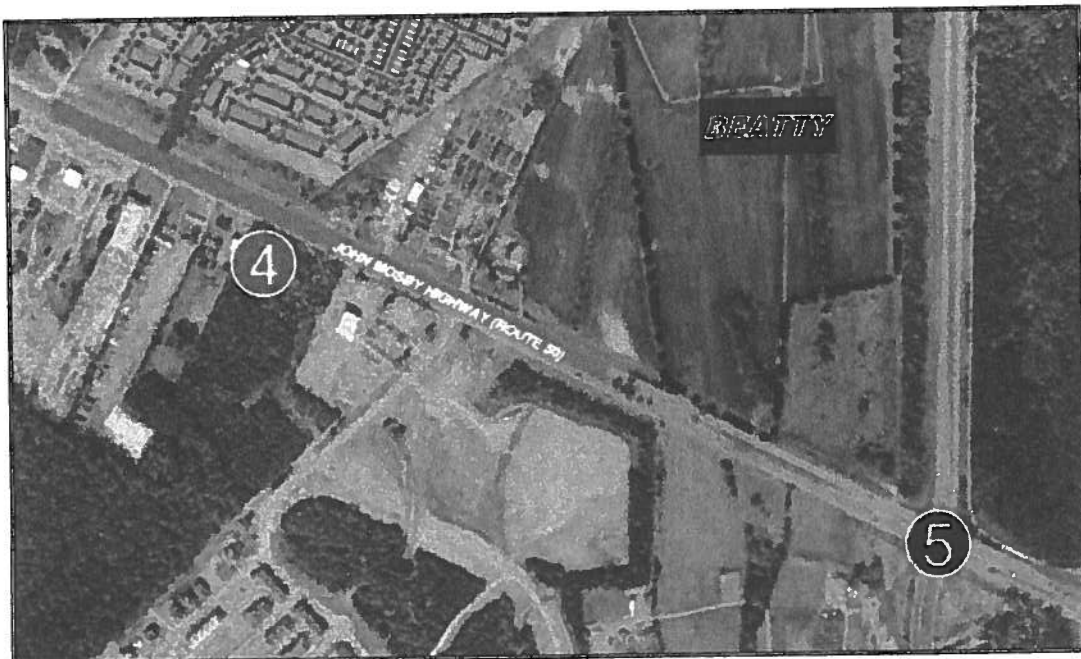


Figure 7

PROPOSED TRANSPORTATION PHASES FOR ARCOLA CENTER

Hutchinson Farm Drive and Route 50 Frontage Improvements

The proposed Zoning Concept Plan Amendment for Arcola Center calls for 'Unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct Hutchinson Farm Drive as a 4-lane undivided roadway within a 64-foot wide right-of-way (expanded as necessary for turn lanes) from Route 50 to Dulles South Parkway, and shall construct a third westbound lane on Route 50, including any required turn lanes for Hutchinson Farm Drive, across the Route 50 frontage of the Property. Hutchinson Farm Drive and the Route 50 frontage improvements shall be under construction prior to the issuance of the first residential occupancy permit for the Residences at Main Street portion of the Property'. A capacity analysis is presented for the key intersection to confirm that the proposed transportation network accommodates the development thresholds.

Trip Generation and Distribution:

Land Use	ITE Code	Size	Units	----- Week day -----						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
Residential Use										
Multi-family Units (south of Dulles Pkwy.)	230	350	DU	24	117	141	113	55	168	3,045

Site Trip Distribution (DOA) Assumptions:

Route 50 from east 60%

Route 50 from west 40%

Analysis:

- The capacity analysis reveals that the intersection of Route 50 and Hutchinson Farm Drive operates at acceptable levels of service (LOS B in AMPH and LOS B in PMPH). **Figure 8** below shows the roadway network and **Figure 9** shows the proposed lane use and level of service
- Of note, the parameters and assumptions used in this analysis are consistent with the previously approved traffic impact studies.

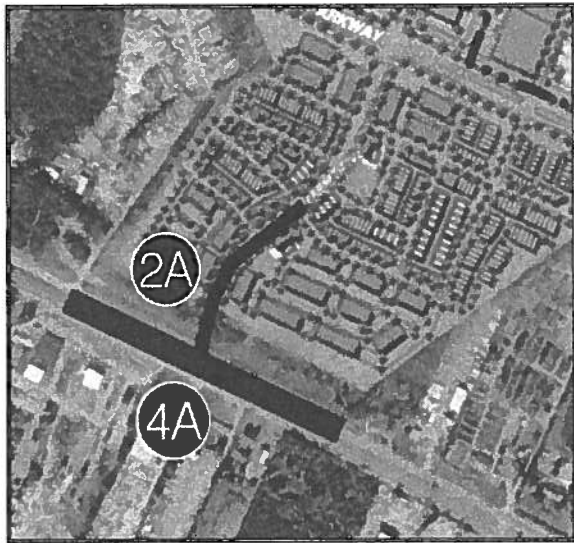


Figure 8

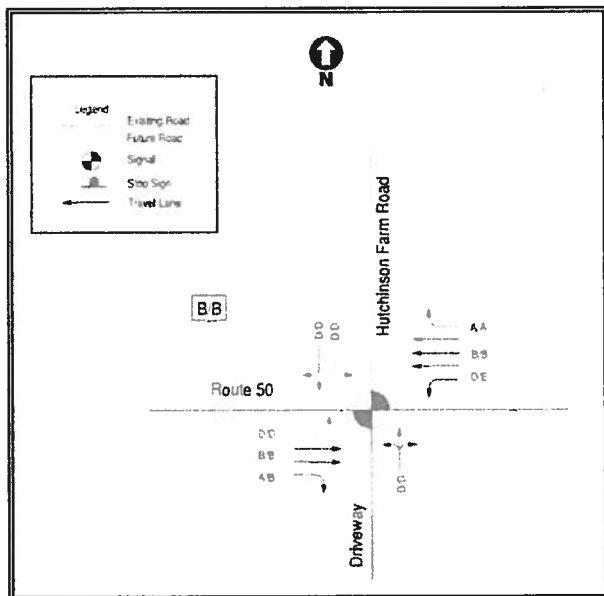


Figure 9

Regional Improvements

Proposed Transportation Improvement:

Route 50, West: The Applicant shall construct a third westbound lane on Route 50 between the Property's western boundary line and existing Gum Spring Road.

Development Threshold:

- This improvement will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the 451st residential occupancy permit for the Residences at Main Street portion of the Property or within 6 months of the commencement of construction by others of the third westbound lane of Route 50 proffered by ZMAP 2004-0016, Dulles Landing, whichever comes first. **Figure 15** shows the location of the regional improvements listed above.

Proposed Transportation Improvement:

Route 50, East: Unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing property (ZMAP 2004-0016 and PIN 163-29-1069) to the eastern boundary of the Property (PIN 163-26-9824).

Development Threshold:

- This improvement will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the 451st residential occupancy permit for the Residences at Main Street portion of the Property or within 6 months of the commencement of construction by others of the third westbound lane of Route 50 proffered by ZMAP 2004-0016, Dulles Landing, whichever occurs first. **Figure 15** shows the location of the regional improvements listed above

Proposed Transportation Improvement:

Monetary contribution towards the construction of an interchange at the intersection of Loudoun County Parkway and Route 50.

Development Threshold:

- The Applicant shall contribute \$5,233,500 to the County prior to the issuance of either the 1,100th residential zoning permit or the zoning permit that represents a cumulative total of more than 2,000,000 square feet of non-residential floor area for the Property, whichever occurs first. Notwithstanding the above, in the event the County and VDOT have approved final design plans and full funding for a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606) and such interchange is under construction prior to the attainment of any of the aforementioned development levels, the Applicant shall, within 6 months of the written request of the County, pay to the County the \$5,233,500 contribution.

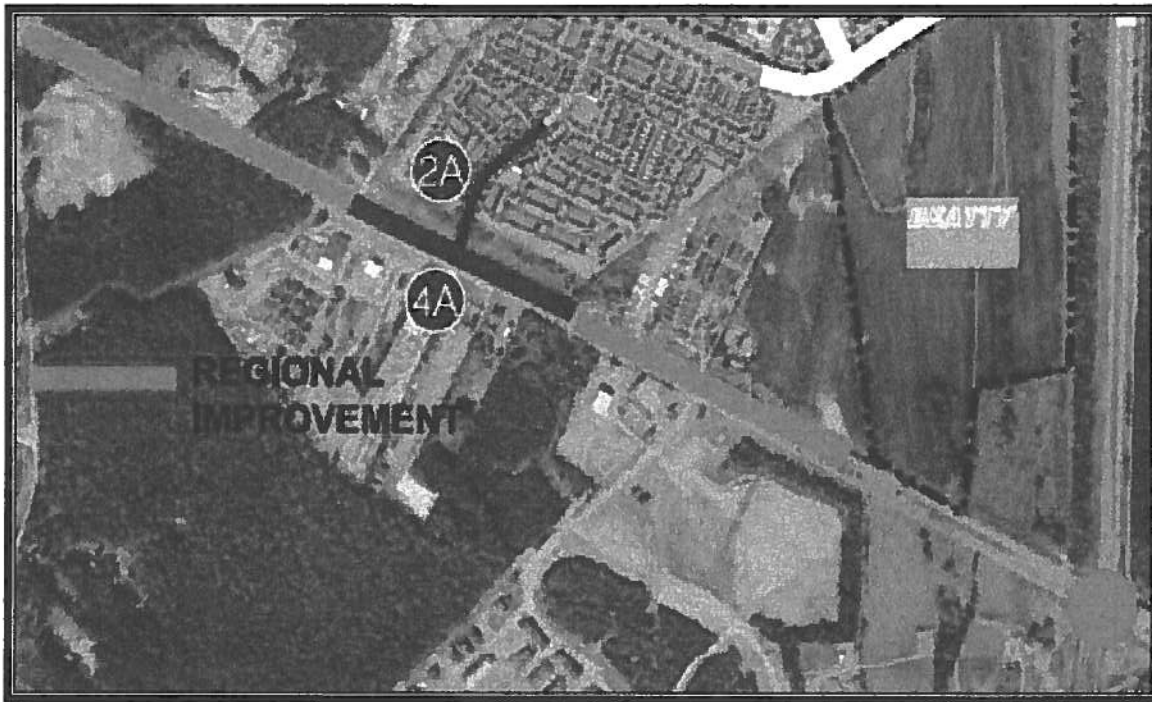


Figure 10

CONCLUSIONS

The information presented in this memorandum supports the following conclusions:

- The proposed development on the Arcola Center property is subject to the proffers, concept development plan and zoning ordinance modifications approved for ZMAP 2005-0035: Arcola Center – The Shops and ZMAP 2006-0015: Arcola Center
- A Zoning Concept Plan Amendment (ZCPA) has been proposed by the applicant for both the Shops at Arcola Center (ZMAP 2005-0035) and Arcola Center (ZMAP 2006-0015). As part of the ZCPA applications, the applicant is proposing modifications to the proffer conditions approved under ZMAP 2005-0035 and ZMAP 2006-0015. Under the proposed Zoning Concept Plan Amendment, the transportation proffer commitments have been phased.
- This memorandum provides a detailed description of the changes pertaining to the phased proffer conditions with a focus on transportation improvements.
- The results presented in the memorandum show that the background traffic assumptions used in previous traffic impact studies were on the conservative side. The traffic count comparison for data collected over the past few years shows that there has been a decline in traffic growth along major roadways in the vicinity of Arcola Center.
- Capacity analysis at critical intersections was conducted for each phase. The results show that all critical intersections will operate at acceptable levels of service based on the roadway improvements proffered and the level of development (trigger) associated with each phase.
- As requested by the VDOT reviewer, a table summarizing the traffic volume and LOS information per phase per intersection is presented at the back of the memorandum. An additional table showing site entrance traffic volume and LOS information is also attached.
- The information presented in the memorandum concludes that the transportation/roadway phasing improvements proposed with the Zoning Concept Plan Amendment will adequately handle the traffic generated by the proposed development associated with each phase.

ARCOLA CENTER

ZCPA 2009-0009

PROFFER STATEMENT

November 15, 2010

PREAMBLE

Arcola Limited Partnership, as the owner of property described as Loudoun County Tax Map 101, Parcels 42 and 97 (PIN: 162-17-2899 and 163-36-7830, respectively), and Tax Map 101C ((2)), Parcels 4 and 5 (PIN: 163-26-7931 and 163-26-9824), together with Arcola Residential Development, LLC, as the owner of property described as Loudoun County Tax Map 101C ((2)), Parcels 1 through 3 (PIN: 163-26-4764, 163-26-3341, and 163-26-5032, respectively) (all aforesaid properties being all portions of the referenced properties identified on the Rezoning Plat approved under rezoning application ZMAP 2006-0015, Arcola Center, and hereinafter referred to collectively as the "Property") (all owners hereinafter collectively referred to as the "Applicant"), hereby voluntarily proffers, pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Sections 6-1200 and 6-1500, inclusive, of the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (the "Zoning Ordinance"), that the development of the Property shall remain subject to the proffers, concept development plan, and the Zoning Ordinance, Land Subdivision and Development Ordinance and Facilities Standards Manual modifications approved for ZMAP 2006-0015, Arcola Center, except as said proffers are amended as set forth below. All proffers made herein are contingent upon the approval of ZCPA 2009-0009, Arcola Center.

I. CONCEPT DEVELOPMENT PLAN

The Property shall be developed in substantial conformance with the approved Concept Development Plan (the "CDP"), identified as Sheets 4, 6, and 8 of the ZMAP 2006-0015, Arcola Center rezoning plan set prepared by Bowman Consulting Group, Ltd., dated May 10, 2006 and revised through November 28, 2007, and Sheet 11 of 18 entitled "Typical Sections, Details & Modifications" prepared by Bowman Consulting Group, Ltd., dated July 16, 2009. Minor adjustments to the locations of the proposed roads and improvements shown on the CDP shall be

permitted to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations. Special exception applications for future special exception uses may be filed by the Applicant and considered by the County without a Zoning Concept Plan Amendment application. Water and sanitary sewer service will be provided to the Property at no cost to the County or to the Loudoun County Sanitation Authority.

II. PROPOSED LAND USES

The Property is described throughout the Application documents both in terms of the applicable zoning district classifications depicted on the CDP and in terms of the general development areas identified both in the design guidelines dated November 28, 2007, as revised through November 11, 2010, entitled "Design Guidelines for ZMAP 2006-0015, Arcola Center" prepared by Buchanan Partners ("Design Guidelines") included herein as Exhibit C, and in the Property's "Key Map" included herein as Exhibit D. The Property will be developed in general conformance with the Design Guidelines. References in the proffers to the various general development areas shall be as shown in Exhibit D.

D. R-8 Zoning District

1. Residential development in the R-8 District shall be limited to a maximum of 172 attached dwelling units, including required ADUs. All residential buildings will be limited to three stories in height. This district will also include at least one tot lot with age appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 100th residential zoning permit within the R-8 and R-16 zoning districts, either singularly or in combination. A 10-foot wide pedestrian trail will be provided along the south side of Dulles South Parkway at the time of development of the R-8 district. If not located within the public right-of-way, the trail will be located within a 12-foot wide (south side) public access easement and will be maintained by an Owners Association.

E. R-16 Zoning District

1. Residential development in the R-16 District shall be limited to a maximum of 426 multi-family and single-family attached dwelling units, including required ADUs. The mix of dwelling units may include up to 178 attached units. Residential buildings

that include only parking areas and/or other non-occupied space on the ground floor may include up to three stories of occupied residential space above the ground floor. For four-story multi-family buildings with the first floor devoted to parking, the entrances to such parking shall be designed so as not to detract from the pedestrian oriented character of the abutting streetscape. All other residential buildings will be limited to three stories in height. This district will also include at least one tot lot with age appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 100th residential zoning permit within the R-8 and R-16 zoning districts, either singularly or in combination.

F. R-24 Zoning District

1. Residential development in the R-24 District shall be limited to a maximum of 272 multi-family dwelling units, including required ADUs. Residential buildings that include only parking areas and/or other non-occupied space on the ground floor may include up to three stories of occupied residential space above the ground floor. For four-story multi-family buildings with the first floor devoted to parking, the entrances to such parking shall be designed so as not to detract from the pedestrian oriented character of the abutting streetscape. All other residential buildings will be limited to three stories in height. This district will also include at least one tot lot with age appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 100th residential zoning permit in the R-24 district.

G. R-Districts Community Clubhouse

The Applicant will construct one or two community clubhouses within one or more of the R-8, R-16 and R-24 districts. If only one community clubhouse is constructed it will be located either at one of the community center locations identified on Sheet 6 of the CDP or in between said locations. The community clubhouse(s) will have a cumulative minimum floor area of 4,000 square feet and a cumulative minimum swimming pool area of 4,000 square feet. At least one community clubhouse (minimum 2,000 square feet) and pool (minimum 2,000 square feet) will be open for use prior to the issuance of the residential occupancy permit that represents a cumulative total of 400 residential permits in the R-8, R-16 and R-24 zoning districts, either singularly or in combination. The cumulative minimum clubhouse floor area of 4,000 square

feet and cumulative minimum swimming pool area of 4,000 square feet shall be open for use prior to the issuance of the residential occupancy permit that represents a cumulative total of 600 residential permits in the R-8, R-16 and R-24 zoning districts, either singularly or in combination.

III. RESIDENTIAL/COMMERCIAL DEVELOPMENT PHASING

In order to ensure that the development of residential uses on the Property is coordinated with the development of commercial (i.e., office, light industrial, retail, etc.) uses on the Property, the Applicant commits to the following development phasing:

A. Phase 1. The Applicant shall secure zoning permits within the Property that represent a cumulative total of 150,000 square feet of commercial uses, of which at least 112,500 square feet must be non-retail uses, prior to the issuance of the first residential zoning permit on the Property. Subsequently, zoning permits may be issued for no more than 250 dwelling units within The Residences at Main Street area of the Property. The Applicant may elect to secure zoning permits for the Phase 1 commercial uses in increments of 50,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 85 dwelling units, so as not to exceed a total of 250 dwelling units for Phase 1. Non-retail uses shall comprise at least 75% of the cumulative totals of such commercial use increments.

B. Phase 2. The Applicant shall secure zoning permits within the Property that represent an additional 125,000 square feet of commercial uses (cumulative total of 275,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 251st residential zoning permit on the Property. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a total of 150,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 450 dwelling units) within the Property. The Applicant may elect to secure zoning permits for the Phase 2 commercial uses in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 40 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 2. Non-retail uses shall comprise at least 72% of the cumulative totals of such commercial use increments.

C. Phase 3. The Applicant shall secure zoning permits within the Property that represent an additional 125,000 square feet of commercial uses (cumulative total of 400,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 451st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 250,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 650 dwelling units) within the Property. The Applicant may elect to secure zoning permits for the Phase 3 commercial uses in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 40 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 3. Non-retail uses shall comprise at least 72% of the cumulative totals of such commercial use increments.

D. Phase 4. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 500,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 651st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 350,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 850 dwelling units) within the Property. The Applicant may elect to secure zoning permits for the Phase 4 commercial uses in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 50 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 4. Non-retail uses shall comprise at least 90% of the cumulative totals of such commercial use increments.

E. Phase 5. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 600,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 851st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 450,000 square feet of commercial uses within the Property, zoning permits may be issued for

an additional 200 dwelling units (cumulative total of 1,050 dwelling units) within the Property. The Applicant may elect to secure zoning permits for the Phase 5 commercial uses in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 50 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 5. Non-retail uses shall comprise at least 90% of the cumulative totals of such commercial use increments.

F. Phase 6. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 700,000 square feet), of which at least 60,000 square feet must be non-retail uses, prior to the issuance of the 1,051st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 550,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 119 dwelling units (cumulative total of 1,169 dwelling units) within the Property. The Applicant may elect to secure zoning permits for the Phase 6 commercial uses in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 30 dwelling units, so as not to exceed a total of 119 additional dwelling units for Phase 6. Non-retail uses shall comprise at least 60% of the cumulative totals of such commercial use increments.

V. TRANSPORTATION

The road improvements identified below in Proffers V.A., V.B., V.C. and V.D. will be constructed in conjunction with the development of the Property, at the times specified below. In addition to these road improvements, the full development of the Property is dependent on the construction of Hutchinson Farm Drive, as proffered with ZMAP 2005-0035, Arcola Center-the Shops, and Dulles South Parkway between Hutchinson Farm Drive and Loudoun County Parkway/Route 606, as proffered with ZMAP 2005-0035, Arcola Center-The Shops, and a portion of which is proffered with ZMAP 2004-0016, Dulles Landing. Unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct Hutchinson Farm Drive as a 4-lane undivided roadway within a 64-foot wide right-of-way (expanded as necessary for turn lanes) from Route 50 to Dulles South Parkway, including traffic signals, when

warranted, at Route 50 and at Dulles South Parkway. Hutchinson Farm Drive will be constructed in phases to support the phased development of the adjacent residential zoning districts in the Residences at Main Street. Route 50 will be improved with turn lanes and a traffic signal at its intersection with Hutchinson Farm Drive prior to Hutchinson Farm Drive being opened for traffic.

In addition, unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing property (ZMAP 2004-0016 and PIN 163-29-1069) to the western boundary of PIN: 163-36-7830 (N/F Hazout SA). This improvement shall be constructed and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the 451st residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction by others of the third westbound lane of Route 50 proffered by ZMAP 2004-0016, Dulles Landing, whichever occurs first.

B. Dulles South Parkway (Rt. 50 North Collector Road).

The Applicant shall construct Dulles South Parkway as a 4-lane divided roadway from Hutchinson Farm Drive to Arcola Boulevard, including an 8-foot wide pedestrian trail on the north side of the road and a 10-foot wide pedestrian trail on the south side of the road. If not located within the right-of-way, the trails will be located in 10-foot wide (north side) and 12-foot wide (south side) public access easements and will be maintained by an Owners Association. The Applicant has submitted construction plans for this road section and the construction plans shall be approved prior to the issuance of the first non-residential and residential zoning permits allowed under Phase 2 of the residential/commercial development phasing commitment (Proffer III.B.). Subsequent to the approval of the construction plans, the Applicant will commence construction (meaning that the County has issued Phase II grading permits) of these improvements within 90 days of the commencement of construction by others for a 4-lane divided segment of Dulles South Parkway located to the west of Arcola Boulevard and will diligently pursue completion of such improvement.

Unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct Dulles South Parkway as a 4-lane divided road section within a 120-foot wide right-of-

way (expanded as necessary for turn lanes) with crossovers, and an 8-foot wide pedestrian trail on the north side of the road, from Hutchinson Farm Drive to The Shops' (ZMAP 2005-0035) third entrance located west of Loudoun County Parkway. This improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, within 6 months of the issuance of occupancy permits in both The Residences at Main Street and The Shops.

C. Evergreen Mills Road (Route 621)

The Applicant shall construct 2 lanes of a 4-lane undivided roadway on Evergreen Mills along the Property's frontage. The Applicant shall also construct an 8-foot wide pedestrian trail on the south side of Evergreen Mills Road between the Property's western property line and Arcola Boulevard. If not located within the public right-of-way, the trail will be located in a 10-foot wide public access easement and will be maintained by an Owners Association. The trail and the 2-lane segment located to the west of Arcola Boulevard shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit in the Village area of the Property or, in the event the County accepts Public Use Site 2 for a public use, in accordance with the timing provisions of Proffer VI.C.2., whichever is earlier in time. The 2-lane segment located to the east of Arcola Boulevard shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit in the Offices area of the Property.

D. Regional Road Commitment and Capital Facilities Credits

The Applicant commits to the construction of the below referenced off-site regional road improvements:

1. Route 50. The Applicant shall construct a third westbound lane on Route 50 between the Property's western boundary line and existing Gum Spring Road. This improvement will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the 451st residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction by others of the third westbound lane of Route 50 proffered by ZMAP 2006-0007, Glascock Field at Stone Ridge, whichever comes first. The estimated \$1,100,000 cost of this improvement shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

J. Regional Transportation/Transit Contributions

In addition to the regional road and public transit improvements noted above, the Applicant shall make the following contributions to the County that have a total value of \$6,000,000:

1. Route 50/Loudoun County Parkway Interchange. The Applicant shall contribute \$5,233,500 to the County prior to the issuance of either the 1,100th residential zoning permit or the zoning permit that represents a cumulative total of more than 2,000,000 square feet of non-residential floor area for the Property, whichever occurs first. Notwithstanding the above, in the event the County and VDOT either have (i) approved final design plans and 75% of the funding necessary to schedule the start of construction of a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606) or (ii) approved 30% design plans and 75% of the funding necessary to award a design/build contract for said interchange prior to the attainment of any of the aforementioned development levels, the Applicant shall, within 3 months of the written request of the County, pay to the County the \$5,233,500 contribution.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

ARCOLA LIMITED PARTNERSHIP
a Virginia limited partnership

BY: Arcola GP, LLC
its general partner

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2011, by _____, as _____ of Arcola GP LLC, general partner of Arcola Limited Partnership.

Notary Public

My Commission Expires: _____

ARCOLA RESIDENTIAL DEVELOPMENT LLC
a Delaware limited liability company

BY: Arcola Limited Partnership
its manager

BY: Arcola GP, LLC
its general partner

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2011, by _____, as _____ of Arcola GP LLC, general partner of Arcola Limited Partnership, the manager of Arcola Residential Development LLC.

Notary Public

My Commission Expires: _____

ARCOLA CENTER

ZMCPAP-2006-0015 2009-0009

PROFFER STATEMENT

November 1, 2007
(revised as of November 29, 2007)

PREAMBLE

Arcola Limited Partnership, as the owner of property described as Loudoun County Tax Map 101, Parcels 43A and 97 (portions of which are subject to this application 42 and 97 (PIN: 162-17-2899 and 163-36-7830, respectively), and Tax Map 101C ((2)), Parcels 1 through 4 and 5 (PIN: 163-27-3386 (portion), 162-17-2899 (portion), 163-26-4764, 163-26-3341, 163-26-5032, 163-26-7931 and 163-26-9824, respectively 9824), together with Hazout, SA Arcola Residential Development, LLC, as the owner of property described as Loudoun County Tax Map 101, Parcel 42 (PIN: 163-36-7830) (all 101C ((2)), Parcels 1 through 3 (PIN: 163-26-4764, 163-26-3341, and 163-26-5032, respectively) (all aforesaid properties being all portions of the referenced properties and portions of properties identified on the Rezoning Plat submitted with this approved under rezoning application are ZMAP 2006-0015, Arcola Center, and hereinafter referred to collectively as the "Property") (all owners hereinafter collectively referred to as the "Applicant"), hereby voluntarily proffers, pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Sections 6-1200 and 6-1500, inclusive, of the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (the "Zoning Ordinance"), that in the event the Property is rezoned by the Board of Supervisors of Loudoun County, Virginia (hereinafter referred to as the "County"), to the PD-TC, Planned Development Town Center zoning district, the PD-IP, Planned Development Industrial Park zoning district, the PD-CC(RC), Planned Development Commercial Center, Regional Center zoning district, the R-8 Single Family Residential zoning district, the R-16 Townhouse/Multifamily Residential zoning district, and the R-24 Multi-family Residential District all as shown on the Arcola Center rezoning plan set (the "Plans"), including the Concept Development Plan defined below and incorporated herein by reference as Exhibit A,

~~prepared by Bowman Consulting Group, Ltd., dated May 10, 2006 and revised through November 28, 2007, along with modifications pursuant to Section 6-1500 of the Zoning Ordinance as described in Exhibit B attached hereto and incorporated herein by reference, the development of the Property will be in substantial conformity with the following terms and conditions. Said terms and conditions herein supersede all previous proffers and letters of clarification made with respect to the Property (specifically, ZMAP 1997-0004, Hazout North and ZMAP 1998-0004, Arcola Center at Hutchinson Farm)~~the development of the Property shall remain subject to the proffers, concept development plan, and the Zoning Ordinance, Land Subdivision and Development Ordinance and Facilities Standards Manual modifications approved for ZMAP 2006-0015, Arcola Center, except as said proffers are amended as set forth below. All proffers made herein are contingent upon the approval of ZCPA 2009-0009, Arcola Center.

I. CONCEPT DEVELOPMENT PLAN

The Property shall be developed in substantial conformance with the approved Concept Development Plan (the "CDP"), identified as Sheets 4, 6, 8, and 11 of the Plans and 8 of the ZMAP 2006-0015, Arcola Center rezoning plan set prepared by Bowman Consulting Group, Ltd., dated May 10, 2006 and revised through November 28, 2007, and Sheet 11 of 18 entitled "Typical Sections, Details and Modifications" prepared by Bowman Consulting Group, Ltd., dated July 16, 2009. Minor adjustments to the locations of the proposed roads and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations. Special exception applications for future special exception uses may be filed by the Applicant and considered by the County without a Zoning Concept Plan Amendment application. Water and sanitary sewer service will be provided to the Property at no cost to the County or to the Loudoun County Sanitation Authority.

II. PROPOSED LAND USES

The Property is described throughout the Application documents both in terms of the applicable zoning district classifications depicted on the CDP and in terms of the general development areas identified both in the design guidelines dated November 28, ~~2007~~2007, as

revised through November 11, 2010, entitled "Design Guidelines for ZMAP 2006-0015, Arcola Center" prepared by Buchanan Partners ("Design Guidelines") included herein as Exhibit C, and in the Property's "Key Map" included herein as Exhibit D. The Property will be developed in general conformance with the Design Guidelines. References in the proffers to the various general development areas shall be as shown in Exhibit D.

A. PD-TC Zoning District

1. Town Center Core. The development of the Town Center Core shall be limited to a total of 280,000 square feet of gross floor area for permitted and special exception non-residential uses, provided that any special exception use receives the requisite special exception approval. The Town Center Core may also include up to 69 multi-family dwelling units, including required affordable dwelling units ("ADUs"). All buildings shall be limited to three stories above grade.

2. Town Center Fringe. The development of the Town Center Fringe shall be limited to a total of 250,000 square feet of gross floor area for permitted and special exception non-residential uses, provided that any special exception use receives the requisite special exception approval. Such square footage shall be exclusive of public uses constructed on Public Use Sites 1 and 2 described below in Proffer VI. The Town Center Fringe may also include up to 230 single-family attached and multi-family dwelling units, including required affordable dwelling units ("ADUs"). The mix of dwelling units may include up to 200 attached units. All buildings shall be limited to three stories above grade.

3. Slave Quarters Area. All residential buildings fronting and abutting the Slave Quarters site (PIN: 163-46-8915) will be constructed in a style and with materials in harmony with the character of the Slave Quarters building and the associated farmhouse. The residential illustratives on pages 12 and 14 of the Design Guidelines are representative of the architecture, design and ambiance intended for this area. Specifically, exterior building materials shall not include aluminum or plastic siding. Conformance with this architectural commitment shall be demonstrated at the time of building plan review for the residential buildings fronting and abutting the Slave Quarters site.

4. Prohibited Uses. The following automobile-oriented uses shall be prohibited within the PD-TC District: construction retail establishments, automobile service stations, car washes, and uses with drive-through service lanes.

5. Civic Space. The Town Center shall include an area of approximately 10 acres to be conveyed to the County, pursuant to the provisions of Proffer VI.C.1. below, for the expansion of the County's Slave Quarters property (PIN: 163-46-8915) and an area of approximately 1.5 acres to be conveyed to the Arcola Methodist Church, pursuant to the provisions of Proffer VI.D. below, for the expansion of the Arcola Methodist Church property (PIN: 162-46-0624). The Town Center shall also include an area of approximately 10.7 acres to be conveyed to the County, pursuant to the provisions of Proffer VI.C.2. below, for a public use.

6. Recreational Amenities. The Town Center will include a community clubhouse with a minimum floor area of 2,000 sq.ft. and a minimum 2,000 sq.ft. swimming pool located proximate to the residential uses in the PD-TC district. This amenity will be open for use prior to the issuance of the 275th residential zoning permit within the PD-TC district. The residential area will also include at least one tot lot with age-appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 275th residential zoning permit within the PD-TC district.

7. Access and/or Utilities for Adjacent Parcels. The Applicant shall provide access to Arcola Boulevard for one of the commonly owned adjacent parcels identified as PIN: 162-25-4501 and PIN: 162-25-4031 (the owner's preference) by way of a Category A private street through the PD-TC district at the time the adjoining portion of the PD-TC district is developed, shall provide utility easements within the PD-TC district to serve the selected parcel, and shall afford the parcel's owner the opportunity to install the utilities at the same cost as that paid by the Applicant. The Applicant shall also extend public water and sanitary sewer to the County owned property identified as PIN: 162-25-3177 at the time the adjoining portion of the PD-TC district is developed.

8. Interparcel Access to Gum Spring Road. The Applicant shall provide for and construct interparcel access between the PD-TC district and Gum Spring Road, provided that

such interparcel access is approved by the County and by the Virginia Department of Transportation ("VDOT"). This interparcel access will be constructed in conjunction with the development of the immediately adjoining area of the PD-TC district with which the interparcel access will connect.

B. PD-IP Zoning District

The development of the PD-IP district shall be limited to a total of 1,595,000 square feet of gross floor area for permitted and special exception PD-IP uses, provided that any special exception use receives the requisite special exception approval, including office uses and a hotel use as proposed in the special exception application submitted concurrently with this rezoning application if such concurrent application is approved. However, development in the PD-IP district will be reduced, square foot for square foot, for every square foot of development in the PD-CC(RC) district that exceeds 520,000 square feet. The Applicant shall include a floor area tabulation on each site plan submitted to the County for uses in the PD-IP and PD-CC(RC) districts that provides the cumulative amount of floor area proposed in each district. Sidewalks of at least 5 feet in width shall be provided in conjunction with each site plan to provide safe and convenient pedestrian access between the buildings and parking areas.

Office buildings located within the Corporate Park and The Offices areas of the Property, as identified in the Design Guidelines and on the Key Map, will be a minimum of two stories.

C. PD-CC(RC) Zoning District

The development of the PD-CC(RC) district shall be limited to a total of 820,000 square feet of gross floor area for permitted and special exception PD-CC(RC) uses, including a hotel use (with at least two of the following expanded guest services: meeting space, concierge services, restaurant and room service), as proposed in the special exception application submitted concurrently with this rezoning application if such concurrent application is approved. However, development in the PD-CC(RC) district will be reduced, square foot for square foot, for every square foot of development in the PD-IP district that exceeds 1,295,000 square feet. Office buildings and mixed use (office over retail) buildings within the Main Street area of the Property,

as depicted on the Key Map, will be a minimum of two stories. Sidewalks of at least 10 feet in width in front of in-line stores shall be provided in conjunction with each site plan to provide safe and convenient pedestrian access between the buildings and parking areas.

D. R-8 Zoning District

1. Residential development in the R-8 District shall be limited to a maximum of 172 attached dwelling units, including required ADUs. All residential buildings will be limited to three stories in height. ~~The R-8 zoning district will include a community clubhouse with a minimum floor area of 2,000 sq.ft. and a minimum 2,000 sq.ft. swimming pool, which will be open for use prior to the issuance of the residential occupancy permit that represents a cumulative total of 400 residential zoning permits in the R-8 and R-16 zoning districts, either singularly or in combination, proposed for the Property.~~ This district will also include at least one tot lot with age-appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 400th residential zoning permit within the R-8 and R-16 zoning districts, either singularly or in combination. A 10-foot wide pedestrian trail will be provided along the south side of Dulles South Parkway at the time of development of the R-8 district. If not located within the public right-of-way, the trail will be located ~~in~~within a 12-foot wide (south side) public access easement and will be maintained by an Owners Association.

E. R-16 Zoning District

1. Residential development in the R-16 District shall be limited to a maximum of 426 multi-family and single-family attached dwelling units, including required ADUs. The mix of dwelling units may include up to 178 attached units. All Residential buildings that include only parking areas and/or other non-occupied space on the ground floor may include up to three stories of occupied residential space above the ground floor. For four-story multi-family buildings with the first floor devoted to parking, the entrances to such parking shall be designed so as not to detract from the pedestrian oriented character of the abutting streetscape. All other residential buildings will be limited to three stories in height. This district will also include at least one tot lot with age-appropriate equipment. At least one tot lot will be

open for use prior to the issuance of the 400th residential zoning permit within the R-8 and R-16 zoning districts, either singularly or in combination.

F. R-24 Zoning District

1. Residential development in the R-24 District shall be limited to a maximum of 272 multi-family dwelling units, including required ADUs. All Residential buildings that include only parking areas and/or other non-occupied space on the ground floor may include up to three stories of occupied residential space above the ground floor. For four-story multi-family buildings with the first floor devoted to parking, the entrances to such parking shall be designed so as not to detract from the pedestrian oriented character of the abutting streetscape. All other residential buildings will be limited to three stories in height. The R-24 zoning district will include a community clubhouse with a minimum floor area of 2,000 sq. ft. and a minimum 2,000 sq. ft. swimming pool. The Applicant will commence construction (meaning that the County has issued a Phase II grading permit) of the community clubhouse and pool prior to, or in conjunction with, the issuance of the 200th residential zoning permit in the R-24 district. The community clubhouse and pool will be open for use within 12 months after the issuance of the Phase II grading permit. This district will also include at least one tot lot with age-appropriate equipment. At least one tot lot will be open for use within 12 months after the issuance of the Phase II grading permit for the community clubhouse prior to the issuance of the 100th residential zoning permit in the R-24 district.

G. R-Districts Community Clubhouse

The Applicant will construct one or two community clubhouses within one or more of the R-8, R-16 and R-24 districts. If only one community clubhouse is constructed it will be located either at one of the community center locations identified on Sheet 6 of the CDP or in between said locations. The community clubhouse(s) will have a cumulative minimum floor area of 4,000 square feet and a cumulative minimum swimming pool area of 4,000 square feet. At least one community clubhouse (minimum 2,000 square feet) and pool (minimum 2,000 square feet) will be open for use prior to the issuance of the residential occupancy permit that represents a cumulative total of 400 residential permits in the R-8, R-16 and R-24 zoning districts, either singularly or in combination. The cumulative minimum clubhouse floor area of 4,000 square

feet and cumulative minimum swimming pool area of 4,000 square feet shall be open for use prior to the issuance of the residential occupancy permit that represents a cumulative total of 600 residential permits in the R-8, R-16 and R-24 zoning districts, either singularly or in combination.

III. RESIDENTIAL/COMMERCIAL DEVELOPMENT PHASING

In order to ensure that the development of residential uses on the Property is coordinated with the development of commercial (i.e., office, light industrial, retail, etc.) uses on the Property, the Applicant commits to the following development phasing:

A. Phase 1. The Applicant shall secure zoning permits within the Property that represent a cumulative total of 150,000 square feet of commercial uses, of which at least 112,500 square feet must be non-retail uses, prior to the issuance of the first residential zoning permit on the Property. Subsequently, ~~and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) for at least 450,000 square feet of commercial uses in the adjacent property (Arcola Center The Shops (ZMAP 2005-0035),~~ zoning permits may be issued for no more than 250 dwelling units within The Residences at Main Street area of the Property. The Applicant may elect to secure zoning permits for the Phase 1 commercial uses in increments of 50,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 85 dwelling units, so as not to exceed a total of 250 dwelling units for Phase 1. Non-retail uses shall comprise at least 75% of the cumulative totals of such commercial use increments.

B. Phase 2. The Applicant shall secure zoning permits within the Property that represent an additional 125,000 square feet of commercial uses (cumulative total of 275,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 251st residential zoning permit on the Property. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a total of 150,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 450 dwelling units) within the Property. ~~At least 100,000 square feet of the commercial uses associated with Phases 1 and 2 shall be constructed within the Main Street area of the Property.~~ The Applicant may elect to secure

zoning permits for the Phase 2 commercial uses in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 40 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 2. Non-retail uses shall comprise at least 72% of the cumulative totals of such commercial use increments.

C. Phase 3. The Applicant shall secure zoning permits within the Property that represent an additional 125,000 square feet of commercial uses (cumulative total of 400,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 451st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 250,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 650 dwelling units) within the Property. The Applicant may elect to secure zoning permits for the Phase 3 commercial uses in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 40 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 3. Non-retail uses shall comprise at least 72% of the cumulative totals of such commercial use increments.

D. Phase 4. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 500,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 651st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 350,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 850 dwelling units) within the Property. The Applicant may elect to secure zoning permits for the Phase 4 commercial uses in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 50 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 4. Non-retail uses shall comprise at least 90% of the cumulative totals of such commercial use increments.

E. Phase 5. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 600,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 851st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 450,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 1,050 dwelling units) within the Property. The Applicant may elect to secure zoning permits for the Phase 5 commercial uses in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 50 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 5. Non-retail uses shall comprise at least 90% of the cumulative totals of such commercial use increments.

F. Phase 6. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 700,000 square feet), of which at least 60,000 square feet must be non-retail uses, prior to the issuance of the 1,051st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 550,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 119 dwelling units (cumulative total of 1,169 dwelling units) within the Property. The Applicant may elect to secure zoning permits for the Phase 6 commercial uses in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 30 dwelling units, so as not to exceed a total of 119 additional dwelling units for Phase 6. Non-retail uses shall comprise at least 60% of the cumulative totals of such commercial use increments.

IV. BUILDING/SITE DESIGN

A. Owners Associations and Unified Architectural Control

The Property will be subject to one or more Owners Association(s), of which all property owners will be members, that will be responsible for establishing architectural guidelines, design standards and review procedures for the development of the Property in accordance with the

design concepts contained in the Design Guidelines. Public Use Sites 1 and 2 and the property conveyed to the Arcola Methodist Church, all as described in Proffer VI below, shall not be subject to any Owners Association established for the Property. The Design Guidelines will control items such as compatibility of building materials and appearance, colors, signage, landscaping, parking lot lighting, and appropriate screening, buffering and setbacks for every parcel and building. In addition to the above-referenced architectural control, the Owners Association(s) shall be responsible for the maintenance of common areas and private streets, the landscaping of common areas, the maintenance of trails and sidewalks located outside of public rights-of-way, snow removal from private streets and parking areas, and trash removal and recycling services for the Property. One or more Owners Association(s) will be established, subject to County review and approval, prior to or in conjunction with the approval of each subdivision on the Property. Each portion of the Property with an approved subdivision shall be governed by an Owners Association(s).

B. Site Lighting

All lighting fixtures used in parking areas and on building exteriors shall be cut-off, fully shielded, directed downward, and designed to prevent glare on adjacent properties and public streets. The maximum average illumination for parking lots and for structured parking shall be 3 foot candles and the maximum average illumination for exterior building lighting, including security lighting, shall be 5 foot candles.

C. Pedestrian/Bicycle Accommodations

The development of the Property shall include pedestrian links to adjacent properties as shown on the CDP. These pedestrian links shall be provided with the development of each area of the Property identified on the Key Map that includes such links. The Applicant shall provide crosswalks on public streets and a pedestrian-activated traffic signal at the intersection of Dulles South Parkway and Arcola Boulevard, all subject to VDOT approval. The Applicant shall provide a minimum of twenty bicycle racks and each rack will hold at least six bicycles. A minimum of five bicycle racks will be provided in the Village area and in the Main Street area of the Property at the time of development of those areas. The remainder of the bicycle racks will

be distributed throughout the Property in locations to be determined by the Applicant at the time of site plan and provided in conjunction with the development of the respective site plan areas.

D. Garage Space Conversion Restriction

Prior to the approval of the first residential record plat or site plan for the Property, whichever is first in time, the Applicant shall record a restrictive covenant, as part of the applicable Owners Association documents, that precludes the conversion of any garage space within a residential building to any use other than the storage of vehicles.

E. Route 50 Landscape Buffer

The landscape buffer along Route 50 shall consist of the required Type V buffer and a 6-foot high berm. The buffer shall include an additional 5 supplemental evergreen trees per 100 linear feet. This landscape buffer shall be constructed concurrent with the development of the adjacent residential uses.

V. TRANSPORTATION

The road improvements identified below in Proffers V.A., V.B., V.C. and V.D. will be constructed in conjunction with the development of the Property, at the times specified below. In addition to these road improvements, the full development of the Property is dependent on the construction of Hutchinson Farm Drive, as proffered with ZMAP 2005-0035, Arcola Center-The Shops, and Dulles South Parkway between Hutchinson Farm Drive and Loudoun County Parkway/Route 606, as proffered with ZMAP 2005-0035, Arcola Center-The Shops. ~~Both Hutchinson Farm Drive and Dulles South Parkway between Hutchinson Farm Drive and Loudoun County Parkway/Route 606 must be open to, and a portion of which is proffered with~~ ZMAP 2004-0016, Dulles Landing. Unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct Hutchinson Farm Drive as a 4-lane undivided roadway within a 64-foot wide right-of-way (expanded as necessary for turn lanes) from Route 50 to Dulles South Parkway, including traffic signals, when warranted, at Route 50 and at Dulles South Parkway. Hutchinson Farm Drive will be constructed in phases to support the phased development of the adjacent residential zoning districts in the Residences at Main Street. Route

50 will be improved with turn lanes and a traffic signal at its intersection with Hutchinson Farm Drive prior to Hutchinson Farm Drive being opened for traffic.

In addition, unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing property (ZMAP 2004-0016 and PIN 163-29-1069) to the western boundary of PIN: 163-36-7830 (N/F Hazout SA). This improvement shall be constructed and shall be open for traffic, but not necessarily accepted by VDOT for maintenance by VDOT, prior to the issuance of the first zoning permit for the Property^{451st} residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction by others of the third westbound lane of Route 50 proffered by ZMAP 2004-0016, Dulles Landing, whichever occurs first.

A. Arcola Boulevard (Route 606 Extended).

The Applicant shall construct Arcola Boulevard as a 4-lane divided roadway from Evergreen Mills Road to Dulles South Parkway, including 8-foot wide pedestrian trails on both sides of the road, and the necessary right-of-way, and easements necessary for construction, utilities and maintenance outside of the right-of-way, shall be dedicated to the County, in the phases, as described below. If not located within the right-of-way, the trails will be located in 10-foot wide public access easements and will be maintained by an Owners Association. The Applicant also shall construct off-site 4-lane divided sections of Arcola Boulevard, described below in Proffer V.D., to provide a continuous 4-lane divided section of Arcola Boulevard from Route 50, through the Property, and through the tax parcels to the north of the Property identified as PIN 162-38-9607 and PIN 162-47-9375, as depicted on the CDP, to connect with the West Spine Road/Route 606 Extended road section approved with ZMAP 2005-0020, Brambleton Active Adult Community, and CPAP 2005-0080. These improvements shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, in the following phases (please refer to the Transportation Improvements exhibit included as Exhibit E):

1. The Applicant shall construct the initial phase of Arcola Boulevard as a continuous 2-lane section (of a 4-lane divided section) in its entirety from Dulles South Parkway through the Property and through the tax parcels to the north of the Property identified as PIN

162-38-9607 and PIN 162-47-9375, as depicted on the CDP, to connect with the West Spine Road/Route 606 Extended road section approved with ZMAP 2005-0020, Brambleton Active Adult Community, and CPAP 2005-0080. The Applicant shall submit construction plans for the continuous 2-lanes north of Dulles South Parkway within 6 months of the approval of this rezoning application and shall commence construction (meaning that the County has issued Phase II grading permits) of this 2-lane section prior to the issuance of the 651st residential zoning permit. This initial 2-lane section will be open to traffic, but not necessarily accepted by VDOT for maintenance, subsequent to the construction of Dulles South Parkway to the east and prior to the issuance of the first occupancy permit for any of the cumulative non-residential or residential uses allowed under Phase 6 of the residential/commercial development phasing commitment (Proffer III.F.).

2. The Applicant shall complete the construction of the second 2 lanes of Arcola Boulevard between Dulles South Parkway through the Property and through the tax parcels to the north of the Property identified as PIN 162-38-9607 and PIN 162-47-9375, as depicted on the CDP, to connect with the West Spine Road/Route 606 Extended road section approved with ZMAP 2005-0020, Brambleton Active Adult Community, and CPAP 2005-0080. This road section will be open to traffic, but not necessarily accepted by VDOT for maintenance, no later than the issuance of the occupancy permit that represents a cumulative total of 1,500,000 square feet of non-residential floor area for the Property.

3. The Applicant shall construct a 4-lane divided section of Arcola Boulevard between Route 50 and Dulles South Parkway (Arcola Boulevard, South). However, the Applicant shall not commence construction of this section of Arcola Boulevard (that is, the portion south of the intersection of Arcola Boulevard and Dulles South Parkway) prior to March 1, 2014, in order to allow for the ongoing operation of the existing Croson Store gas station (located on property identified as PIN: 163-35-3746) until that time.

In the event that (a) the existing store/gas station use is still operating with the current tenant as of March 1, 2014, (b) the current tenant's current lease still remains in effect (slated to expire on March 1, 2019; this proffer only applies to the current lessee), and (c) the Applicant is ready to proceed with construction of this section of Arcola Boulevard, then the

Applicant will compensate the existing tenant \$150,000 for each year (pro-rated for periods less than a year) between the time the existing store/gas station use is closed and the expiration of the existing tenant's current lease, for a maximum, potential payment of \$750,000. The resulting total compensation, based on the date the existing store and gas station are closed, will be paid in three equal annual payments with the initial payment to be made within 60 days of the date the existing store/gas station use is closed.

As an alternative to compensating the existing store/gas station tenant and the landowner, the Applicant will continue to explore other mutually acceptable options for securing the right-of-way for this section of Arcola Boulevard with both the existing tenant and landowner; for example, a potential relocation of this existing store/gas station (acknowledging the tenant's goals of maintaining the existing access on Route 50 as a temporary access, or other Route 50 access approved by VDOT, and satisfying the existing tenant's other reasonable business needs).

The Applicant shall construct this section of Arcola Boulevard and have it open to traffic (but not necessarily accepted into the VDOT system) prior to the issuance of the occupancy permit that represents a cumulative total of more than 1,750,000 square feet of non-residential floor area for the Property.

B. Dulles South Parkway (Rt. 50 North Collector Road).

The Applicant shall construct Dulles South Parkway as a 4-lane divided roadway from Hutchinson Farm Drive to Arcola Boulevard, including an 8-foot wide pedestrian trail on the north side of the road and a 10-foot wide pedestrian trail on the south side of the road. If not located within the right-of-way, the trails will be located in 10-foot wide (north side) and 12-foot wide (south side) public access easements and will be maintained by an Owners Association. The Applicant ~~shall~~has submitted construction plans for this road section ~~within 6 months of the approval of this rezoning application~~ and the construction plans shall be approved and bonded prior to the issuance of the first non-residential and residential zoning permits allowed under Phase 2 of the residential/commercial development phasing commitment (Proffer III.B.). Subsequent to the approval of the construction plans, the Applicant will commence construction

(meaning that the County has issued Phase II grading permits) of these improvements within 90 days of the commencement of construction by others for a 4-lane divided segment of Dulles South Parkway located to the west of Arcola Boulevard and will diligently pursue completion of such improvement.

Unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct Dulles South Parkway as a 4-lane divided road section within a 120-foot wide right-of-way (expanded as necessary for turn lanes) with crossovers, and an 8-foot wide pedestrian trail on the north side of the road, from Hutchinson Farm Drive to The Shops' (ZMAP 2005-0035) third entrance located west of Loudoun County Parkway. This improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, within 6 months of the issuance of occupancy permits in both The Residences at Main Street and The Shops.

C. Evergreen Mills Road (Route 621)

The Applicant shall construct 2 lanes of a 4-lane undivided roadway on Evergreen Mills along the Property's frontage. The Applicant shall also construct an 8-foot wide pedestrian trail on the south side of Evergreen Mills Road between the Property's western property line and Arcola Boulevard. If not located within the public right-of-way, the trail will be located in a 10-foot wide public access easement and will be maintained by an Owners Association.—~~The Applicant will commence construction (meaning that the County has issued Phase II grading permits) of these improvements prior to the issuance of the 651st residential zoning permit.~~ The trail and the 2-lane segment located to the west of Arcola Boulevard shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit in the Village area of the Property or, in the event the County accepts Public Use Site 2 for a public use, in accordance with the timing provisions of Proffer VI.C.2., whichever is earlier in time. The 2-lane segment located to the east of Arcola Boulevard shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit in the Offices area of the Property.

D. Regional Road Commitment and Capital Facilities Credits

The Applicant commits to the construction of the below referenced off-site regional road improvements:

1. Route 50. The Applicant shall construct a third westbound lane on Route 50 between the Property's western boundary line and existing Gum Spring Road. This improvement will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the ~~first occupancy permit for the Property~~^{451st} residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction by others of the third westbound lane of Route 50 proffered by ZMAP 2006-0007, Glascock Field at Stone Ridge, whichever comes first. The estimated \$1,100,000 cost of this improvement shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

2. Arcola Boulevard, North. The Applicant shall acquire the right-of-way for and construct a four-lane divided road section between Evergreen Mills Road and through the tax parcels identified on the CDP as PIN 162-47-9375 and PIN 162-38-9607 to connect with the West Spine Road/Route 606 Extended road section approved with ZMAP 2005-0020, Brambleton Active Adult Community, and CPAP 2005-0080. This road section shall be constructed in phases as described in Proffers V.A.1. and 2. above. The Applicant will request the County to make available to the Applicant the funds received by the County from others for the construction of Arcola Boulevard with the approval of subdivision plans for the Dulles Trade Center West Property (PIN: 162-47-9375). The Applicant will request the provision of such funds at the time of submission of the construction plans for the initial 2-lane phase of this road section. The estimated \$4,200,000 cost of this improvement and right-of-way (which does not include any funds that may be released by the County to the Applicant) shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

3. Arcola Boulevard, Other. The Applicant shall acquire the right-of-way for, and construct a four-lane divided road section of Arcola Boulevard over, the tax parcels identified as PIN 162-15-1929 and PIN 162-15-4753. This road section shall be constructed in phases as described in Proffers V.A.1. and 2. above. The estimated \$1,565,000 cost of this

improvement and right-of-way shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

4. Arcola Boulevard, South. The Applicant shall acquire the right-of-way for and construct a four-lane divided road section between Dulles South Parkway and Route 50, in accordance with Proffer V.A.3. The estimated \$4,850,000 cost of this improvement and right-of-way shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

5. Dulles South Parkway. The Applicant shall acquire the right-of-way for and construct a four-lane divided road section of Dulles South Parkway over the tax parcel identified as PIN 163-35-8042. This road section, and its related trails, shall be constructed in conjunction with the segment of Dulles South Parkway referenced in Proffer V.B., above. The estimated \$763,000 cost of this improvement and right-of-way shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

E. Advance Right-of-Way Dedication

In the event that Loudoun County, VDOT or others desire to construct the improvements proffered in paragraphs V.A., V.B., or V.C. above prior to the Applicant's construction schedule, the Applicant shall, within 30 days of receipt of a written request by the County, execute plats and deeds prepared by others for said dedications and/or easements, and return said plats and deeds to the applicable party for recordation.

F. Construction of Improvements by Others

In the event that any improvements listed in paragraphs V.A., V.B., V.C. or V.D. above are constructed by a party other than the Applicant, its successor or assignee, or the developer of Arcola Center-The Shops (ZMAP 2005-0035), then the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual reasonable cost of said improvements. Such contribution shall be paid to Loudoun County at the time the Applicant's obligation to construct such improvements would occur under the terms of these proffers.

G. Signalization

The Applicant shall fund the warrant analyses, design and installation of traffic signals at the following intersections:

- Evergreen Mills Road and Arcola Boulevard.
- Arcola Boulevard and Dulles South Parkway.
- The two other four-way intersections on Arcola Boulevard within the Property, as shown on the CDP.
- Modifications of the future signal at the intersection of Route 50 and the West Spine Road.

The warrant analyses for these signals shall be submitted prior to the issuance of the first zoning permit for either of the cumulative non-residential or residential uses allowed under Phase 6 of the residential/commercial phasing commitment (Proffer III.F.), or upon the request of the County, whichever is earlier in time. These signals shall be installed at such time as warrants are met, or at such time as requested by the County, with the concurrence of VDOT, whichever is sooner. In the event any of the intersections listed above is signalized by a party other than the Applicant, its successor or assignee, the Applicant shall contribute to the County or its designee an amount equal to the cost of each signal, not to exceed \$275,000 each, for the purpose of funding other transportation improvements in the general vicinity of the Property as may be determined by the County. Said contributions, if required due to the installation of the signals by others, shall be paid within 90 days of the activation of said signals. Prior to the issuance of the zoning permit for the Property that represents a cumulative commercial floor area in excess of 1,500,000 square feet, the Applicant shall contribute up to \$275,000 to the County for any of the above-referenced signals that have not been warranted by such time.

H. Acquisition of Off-Site Right-of-Way and Easements

The Applicant shall make good faith efforts to acquire the off-site rights-of-way and/or easements necessary for the construction of the regional road improvements proffered in paragraph V.D. above. The Applicant shall advise the County of such acquisition efforts and

shall, to the best of its ability, attempt to acquire such off-site rights-of-way and/or easements without the need for eminent domain proceedings. Where right-of-way and/or easements necessary for these proffered road improvements cannot be obtained, despite such good faith efforts, either (i) voluntarily through donation or proffer to the County, or (ii) through purchase by the Applicant at a good faith reasonable price, the Applicant shall request that the County acquire such right-of-way and/or easements by appropriate eminent domain proceedings by the County, with all costs associated with the eminent domain proceedings to be borne by the Applicant, including, but not limited to, land acquisition costs. The initiation of such eminent domain proceedings is solely at the discretion of the County.

If the necessary right-of-way or easements cannot be acquired by the Applicant and the County chooses not to exercise its right of eminent domain, the Applicant shall be released from the obligation to acquire such right-of-way. If the County elects to defer its exercise of eminent domain, then the Applicant's proffer requiring such acquisition or construction shall likewise be deferred. It is understood that the County will, in its sole discretion, seek said right-of-way and off-site improvements from other landowners as development occurs.

I. Commuter Bus Contribution

The Applicant shall contribute \$475,000 to the County for the purchase of a commuter bus to serve the Route 50 corridor. This contribution shall be made prior to the issuance of the zoning permit that represents a cumulative total of more than 500,000 square feet of non-residential floor area for the Property.

J. Regional Transportation/Transit Contributions

In addition to the regional road and public transit improvements noted above, the Applicant shall make the following contributions to the County that have a total value of \$6,000,000:

1. Route 50/Loudoun County Parkway Interchange. The Applicant shall contribute \$5,233,500 to the County prior to the issuance of either the 1,100th residential zoning permit or the zoning permit that represents a cumulative total of more than 2,000,000 square feet

of non-residential floor area for the Property, whichever occurs first. Notwithstanding the above, in the event the County and VDOT either have (i) approved final design plans for and 75% of the funding necessary to schedule the start of construction of a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606) or (ii) approved 30% design plans and 75% of the funding necessary to award a design/build contract for said interchange prior to the attainment of any of the aforementioned development levels, the Applicant shall, within ~~90 days~~ 3 months of the written request of the County, pay to the County the \$5,233,500 contribution.

2. The Applicant shall construct a permanent parking area of 200 spaces, including a bus shelter, for use as a public "Park and Ride" facility. A credit of \$766,500 (\$900,000 for 75% of the value of land and construction less the \$133,500 Dulles Landing funds noted below) shall be applied toward the \$6,000,000 regional transportation contribution. This facility may be constructed on the Property within the proposed PD-IP district, as shown on the CDP, or in another location provided such alternate location is within 2,000 feet of Loudoun County Parkway between Route 50 and Route 621 Relocated. The Park and Ride facility shall be constructed and open for use prior to the issuance of the 651st residential zoning permit for the Property. The Park and Ride facility shall be owned and maintained either by the Applicant or by the applicable Owners Association, but shall be open to the general public. The Applicant shall request that the County make available to the Applicant the \$133,500 contributed to the County by Dulles Landing, ZMAP 2004-0016, for the construction of a park and ride facility in this area of the County. The Applicant shall request the provision of such funds at the time construction plans are submitted for the Park and Ride facility.

K. Transportation Demand Management (TDM) Program

The Applicant shall institute a TDM program for the commercial uses in the proposed PD-IP, PD-CC(RC) and PD-TC zoning districts for the purpose of reducing peak hour vehicle trips to and from the Property. The development of the TDM program will be coordinated with the Office of Transportation Services. Measures that may be made part of the TDM program include rideshare coordination, car/van pool services, preferential parking for car/van pool vehicles, flexible work schedules, and bicycle parking. The TDM program shall be implemented

upon the issuance of the zoning permit that represents a cumulative total of more than 500,000 square feet of commercial floor area within the PD-IP, PD-CC(RC) and PD-TC zoning districts.

L. Hutchinson Farm Drive/Route 50 Intersection

At the time design plans for a grade separated interchange at Route 50 and Arcola Boulevard are prepared by others and are under review by the County and VDOT, the Applicant shall submit a traffic study to the County and VDOT to evaluate what modifications, if any, will be required to the Hutchinson Farm Drive/Route 50 intersection prior to the operation of the grade separated interchange. At the option of the Applicant, the intersection modifications approved by VDOT either will be implemented by the Applicant, at no cost to the County or VDOT, or will be funded by the Applicant prior to the operation of the grade separated interchange.

VI. CAPITAL FACILITIES AND OPEN SPACE CONTRIBUTIONS AND PUBLIC USE SITE

A. Capital Facilities Contribution

The Applicant shall make a per unit capital facilities contribution of \$4,604.19. Said contribution shall be paid prior to or concurrent with the issuance of each residential zoning permit. This per unit contribution is based on an anticipated total capital facilities contribution of \$25,327,297 less the following credits: \$4,200,000 for right-of-way and four lanes of Arcola Boulevard north of Evergreen Mills Road through PIN 162-47-9375 and PIN 162-38-9607 (Proffer V.D.2.); \$4,850,000 for right-of-way and four lanes of Arcola Boulevard between Dulles South Parkway and Route 50 (Proffer V.D.4.); \$1,565,000 for right-of-way and four lanes of Arcola Boulevard through PIN 162-15-1929 and PIN 162-15-4753 (proffer V.D.3.); \$763,000 for right-of-way and four lanes of Dulles South Parkway through PIN 163-35-8042 (Proffer V.D.5.); \$1,100,000 for a third westbound lane on Route 50 between the western boundary of the Property and existing Gum Springs Road (Route 659) (Proffer V.D.1.); \$3,267,000 for the dedication of 10 acres (\$2,767,000) and monetary contribution (\$500,000) for Public Use Site 1 (Proffer VI.C.1.); and \$4,200,000 for the dedication of 10.7 acres for Public Use Site 2 (Proffer VI.C.2.).

B. Open Space Contribution

The Applicant shall make a per unit open space contribution of \$116.82. Said contribution shall be paid prior to or concurrent with the issuance of each residential zoning permit.

C. Public Use Sites

1. Public Use Site 1 – Slave Quarters Site. The Applicant shall dedicate an area of approximately 10 acres, in the location depicted on Sheet 6 of the CDP, to the County for the expansion of the existing Slave Quarters site. With the consent of the County, the Applicant shall submit a boundary line adjustment (“BLA”) application (to include both of the properties owned by the Applicant, PIN: 162-17-2899 and 163-36-7830, and the County-owned property, PIN: 163-46-8915) to create this parcel within 6 months of the approval of this rezoning application. Subsequent to the approval and recordation of the BLA plat, the Applicant shall convey the newly created parcel upon the written request of the County. The Applicant shall exclude Public Use Site 1 from the land subject to an Owners Association for the Property. The Applicant retains the right to easements within Public Use Site 1 required for the development of the Property. Subsequent to the conveyance of Public Use Site 1 to the County, the Applicant shall consult with the County on, and shall provide, appropriate and permitted signage that identifies the Slave Quarters site and the work of the Friends of the Arcola Slave Quarters organization.

The Applicant shall also contribute \$500,000 to the County for improvements to the Slave Quarters site. This contribution shall be made prior to the issuance of the zoning permits that represent a cumulative total of more than 150,000 square feet of commercial uses and more than 250 dwelling units within the Property.

2. Public Use Site 2 – Potential Elementary School Site. The Applicant shall reserve for a period of seven years from the date of the approval of this rezoning application an area of approximately 10.7 acres, in the location depicted on Sheet 6 of the CDP, for future dedication to the County or, if so directed by the County, to the Loudoun County School Board, to be used for one of the following public purposes: an elementary school, a library, or a public park with athletic fields. In the event the County has not requested the dedication of Public Use Site 2 or has not filed a site plan for the intended public use for Public Use Site 2 within the

seven year period noted above, the Applicant shall retain ownership of Public Use Site 2 and shall, in lieu of said dedication, make a cash contribution to the County in the amount of \$4,200,000, as escalated in accordance with Proffer X, within 60 days of the expiration of the seven year period.

The Applicant's commitments for Public Use Site 2 include the following:

- The Applicant shall provide the County, upon request, with all studies related to the provision of off-site storm water management for Public Use Site 2 and shall be responsible for providing and maintaining all necessary off-site storm water management facilities.
- Wetlands on Public Use Site 2 will be mitigated and the Applicant shall provide for such wetlands mitigation in accordance with Proffer VIII.B. by July 1, 2012 or within 18 months of the acceptance by the County of the site plan for the intended public use, whichever date is later.
- The Applicant shall extend public water and sewer to Public Use Site 2 by July 1, 2012 or within 18 months of the acceptance by the County of the site plan for the intended public use, whichever date is later.
- In accordance with Proffer V.C., the Applicant shall complete the construction of the Evergreen Mills Road frontage improvements, including an 8-foot wide pedestrian trail, along the Evergreen Mills Road frontage of Public Use Site 2 and the storm water management facilities to serve Public Use Site 2 by July 1, 2012 or within 18 months of the acceptance by the County of the site plan for the intended public use, whichever date is later.
- The Applicant shall exclude Public Use Site 2 from the land subject to an Owners Association for the Property.

- The Applicant shall convey Public Use Site 2 to the County, or to the School Board, by July 1, 2012 or within 12 months of the acceptance by the County of the site plan for the intended public use, whichever date is later.

In the event the County elects to use Public Use Site 2 for an elementary school, the Applicant makes the following additional commitments:

- The Applicant shall contribute \$50,000 to the Loudoun County School Board to off-set the engineering costs of the requisite special exception application. This contribution shall be made within 30 days of the acceptance of the special exception application by the County. The Applicant will cooperate with the School Board on the processing of the special exception and site plan applications, including signature of Land Development Applications and provision of all site studies conducted as part of ZMAP 2006-0015.
- The Applicant shall construct the adjacent private streets within the Property by July 1, 2012 or within 18 months of the approval of the special exception application for the elementary school, whichever date is later, and shall also provide access easements to Public Use Site 2 over the adjacent private streets, which private streets shall be maintained by an Owners Association for the Property. The Applicant shall either restrict/limit parking on these private streets in order to accommodate safe school bus access to Public Use Site 2 or shall construct the private streets to a width that accommodates both safe school bus access and parking.

The Applicant reserves the right to review and comment on the site plan, architecture and landscaping for the public use to be constructed on Public Use Site 2. The Applicant reserves the right to easements within Public Use Site 2 required for the development of the Property. The locations of such easements will be coordinated with and approved by the County, or the Loudoun County School Board, to avoid conflicts with the development of Public Use Site 2.

D. Civic Space

The Applicant shall convey, at no cost, an area of approximately 1.5 acres, in the location depicted on Sheet 6 of the CDP, to the Arcola Methodist Church for the expansion of the church property. The land conveyance shall be made within 90 days of the approval of this rezoning application.

VII. WORKFORCE HOUSING

The Applicant will contribute \$500 to the County for each dwelling unit constructed within the Property for the purpose of assisting qualified applicants with a household income of between 0% and 100% of the Washington Area Median Income purchase homes in Loudoun County. This contribution shall be paid, based on the residential phasing schedule provide in Proffer III, as follows: a contribution of \$125,000 shall be paid prior to the issuance of the first residential zoning permit; a contribution of \$100,000 shall be paid prior to the issuance of the 251st residential zoning permit; a contribution of \$100,000 shall be paid prior to the issuance of the 451st residential zoning permit; a contribution of \$100,000 shall be paid prior to the issuance of the 651st residential zoning permit; a contribution of \$100,000 shall be paid prior to the issuance of the 851st residential zoning permit; and a contribution of \$59,500 shall be paid prior to the issuance of the 1,051st residential zoning permit.

VIII. ENVIRONMENTAL

A. Storm Water Management

In the event the SWM/BMP ponds designed to serve the Property are not operational prior to the issuance of the first occupancy permit for the Property, the Applicant shall design and construct temporary SWM/BMP facilities to serve the Property in locations approved by the County, consistent with the design standards of the Facilities Standards Manual, prior to the issuance of the first occupancy permit. Subject to engineering feasibility, the Applicant will explore and implement options to augment the Property's storm water management and best management practice facilities with Low-Impact Design measures, such as, but not limited to, vegetated swales and/or bioretention facilities to enhance water quality. The Applicant shall work with the County staff during construction plan review on methods to maintain adequate

flow to the western tributary adjacent to the Slave Quarters site so as to maintain a healthy stream corridor while avoiding erosive velocities.

B. Wetlands Mitigation

In the event that wetland mitigation is required for the development of the Property, the Applicant shall, subject to the approval of the Corps of Engineers, utilize available Loudoun County mitigation sites before pursuing mitigation sites located in other jurisdictions. However, the Applicant shall only use mitigation sites located in other jurisdictions in the event that there are no comparably priced Loudoun County mitigation sites available. The Applicant will provide raised boardwalks where planned trails cross wetlands or streams.

C. Tree Conservation Areas

1. The Applicant shall establish Tree Conservation Areas in the locations identified as "Tree Conservation Area" on the CDP. Clearing in these areas shall be permitted only for the construction of trails, passive recreational amenities, utilities and storm water management facilities, and any such clearing shall be limited to the minimum areas required for said construction. A minimum of 80% of the canopy within the cumulative Tree Conservation Areas shown on the CDP will be preserved. In the event that the 80% canopy threshold cannot be achieved within the designated Tree Conservation Areas, such lost canopy will be provided elsewhere on the Property in locations to be determined by the Applicant in consultation with the County.

2. Construction plans shall clearly define the limits of the Tree Conservation Areas and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along the Tree Conservation Areas prior to commencing land-disturbing activities. In the event any trees of 8-inch caliper or greater in the Tree Conservation Areas are damaged due to construction activities and need to be removed (as determined by the Applicant's certified arborist), the Applicant shall replace each such tree with two trees of 2½ to 3-inch caliper. The species and location of such replacement trees shall be determined by the Applicant's certified arborist or landscape architect, in consultation with the County. The Applicant reserves the right to remove, in consultation with the County, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the

construction, proper functioning and/or use of any utility or drainage easement, or creates a danger to property or persons. A tree conservation plan will be submitted with the first preliminary subdivision plan or site plan application for the Property, whichever is first in time, as required by the Facilities Standards Manual. The Tree Conservation Areas shall be protected by Tree Conservation Easements granted to the County and recorded with the applicable record plats. The Applicant will adhere to the approved tree conservation plan and will include a covenant in the Owners Association(s) documents to ensure that the Owners Association(s) will be required to adhere to the tree conservation plan and shall also include within the covenants a provision expressly stating that the Owner(s) Association will not amend such tree protection covenant without the approval of the County.

D. Highway Noise

The Applicant will engage an acoustical engineer to prepare a noise impact study to verify compliance with the Revised General Plan's ("RGP") and revised Countywide Transportation Plan's ("CTP") recommended highway noise policies with respect to the planned residential uses and related noise-sensitive uses adjacent to Route 50 and Dulles South Parkway during the subdivision/site plan review process for residential uses located adjacent to those roads. If it is determined that the anticipated highway noise levels will exceed the RGP's and CTP's recommended highway noise levels for residential uses and related noise-sensitive uses, the Applicant will mitigate the noise levels through the use of attenuation measures such as, but not limited to, architectural treatments, landscaped buffers or berms. The Applicant will also prepare a noise impact study for the Slave Quarters structure to assess potential noise impacts from Arcola Boulevard. This study will be prepared and the results of the study will be provided to the County prior to the dedication to the County of Public Use Site 1. The implementation of any recommended noise mitigation measures will be at the option of the County.

E. Airport Noise

The Applicant shall incorporate acoustical treatment into all dwelling units to insure that interior noise levels within living spaces (not including garages, sunrooms, or porches) do not exceed an average sound level of 45 db(A) Ldn. Compliance with this standard shall be based on a certification from an acoustical engineer licensed in the Commonwealth of Virginia, submitted

at the time of each zoning permit issuance, that the design and construction methods and materials to be used in the construction of the dwellings are such that the foregoing standard will be met, assuming exterior noise levels between 60-65 Ldn.

F. Geographic Information System (GIS Information)

The Applicant will provide digital data to the County for the Property's approved wetland delineation prior to the approval of the initial site plan for the Property.

G. Recycling

The Applicant will ensure that the Loudoun County litter control regulations are adhered to during the construction phase of the project. Any pre-existing solid waste on the Property will be removed and properly disposed/recycled at the expense of the Applicant and not the County. All buildings will include adequate storage space for solid waste and recyclable materials.

H. Riparian Planting Plan

With the exception of the minor encroachments depicted on the Open Space Plan (Sheet 6) and areas that have been subject to farming or agricultural land disturbance or enhancement/restoration activities, the River and Stream Corridor 50-foot Management Buffer recommended by the Revised General Plan shall be preserved and remain in its natural state. The Applicant shall replant open areas within or adjacent to the floodplain in an amount equal to the area of the proposed development that encroaches into the River and Stream Corridor 50-foot Management Buffer. The Applicant shall plant 175 deciduous trees per acre in such open areas. The trees shall be a minimum 1-inch caliper and shall be native species. At a minimum, the replanting area shall be 1 acre cumulative. The Applicant shall submit a riparian planting plan, prepared by a professional forester, landscape architect or certified arborist, for such replanting areas at the time of the first site plan or construction plans and profiles, whichever is first in time, for the development of those areas that encroach into the 50-foot Management Buffer for review and approval by the County Urban Forester. The approved riparian planting plan will be implemented concurrent with the development of the areas subject to such site plans or construction plans and profiles.

I. Use of Existing Vegetation

The Applicant shall, to the extent practicable, use existing vegetation to meet the landscaped buffer requirements on the perimeter of the Property.

IX. EMERGENCY SERVICES

A. Fire and Rescue Contribution

1. Residential Uses. At the time of the issuance of each residential zoning permit, a one-time contribution of \$120.00 per unit for each residential unit shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Said contribution shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"). For the purpose of this Section, a residential unit includes each single-family attached and multi-family residential unit. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as incorporated volunteer companies no longer provide the primary fire and rescue services to the Property, the obligation to make the contributions listed within this paragraph shall cease. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

2. Non-Residential Uses. At the time of the issuance of each zoning permit for non-residential buildings on the Property, a one-time contribution of \$0.15 per gross square foot of non-residential floor area shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Said contribution shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"). Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the

Property. Notwithstanding the foregoing, at such time as incorporated volunteer companies no longer provide the primary fire and/or rescue services to the Property, the obligation to make the contributions listed within this paragraph shall cease. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

B. Emergency Vehicle Access

The Applicant shall provide all-weather, gravel compacted access for emergency vehicles, acceptable to the Fire Marshall, to all portions of the Property under construction no later than the framing stage of construction.

X. ESCALATOR

Unless otherwise specified, all cash contributions enumerated in these proffers shall be subject to an annual escalator based on the CPI with a base year of 2007. This escalator shall take effect on January 1 of 2008 and change effective each January 1 thereafter.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

ARCOLA LIMITED PARTNERSHIP
a Virginia limited partnership

BY: ~~Great Point Arcola GP, LLC~~
its general partner

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, ~~2007, 2011~~, by _____, as _____ of ~~Great Point Arcola GP, LLC~~, general partner of Arcola Limited Partnership.

Notary Public

My Commission Expires: _____

ARCOLA CENTER, THE SHOPS

ZCPA 2009-0008

PROFFER STATEMENT

November 15, 2010

PREAMBLE

Shops at Arcola Center LLC, as the owner of property described as Loudoun County Tax Map 101, Parcel 43A, and Tax Map 101E ((1)) Parcels 5 and 6 (PIN: 163-27-3386, 162-19-6219 and 162-19-4928, respectively), together with Arcola Residential Development, LLC, as the owner of property described as Loudoun County Tax Map 101, Parcel 92 (PIN: 163-49-1534), and Evergreen Commerce Center, L.P., as the owner of property described as Loudoun County Tax Map 101, Parcel 96 (PIN: 162-38-9607) (the aforesaid properties being all portions of the referenced properties included in the Planned Development - Commercial Center, Regional Center, PD-CC-(RC) zoning district approved under rezoning application ZMAP 2005-0035, Arcola Center – The Shops, as depicted on Sheet 2 of the ZMAP 2005-0035 rezoning application plan set, and hereinafter referred to collectively as the “Property”) (all referenced owners hereinafter collectively referred to as the “Applicant”), hereby voluntarily proffer, pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Sections 6-1200 and 6-1500, inclusive, of the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (the “Zoning Ordinance”), that the development of the Property shall remain subject to the proffers, concept development plan and zoning ordinance modifications approved for ZMAP 2005-0035, Arcola Center – The Shops, except as said proffers are amended as set forth below. All proffers made herein are contingent upon the approval of ZCPA 2009-0008, Arcola Center – The Shops.

I. CONCEPT DEVELOPMENT PLAN

The Property shall be developed with PD-CC(RC) uses in substantial conformance with the approved Concept Development Plan (the “CDP”) identified as Sheets 5, 6, 7 and 8 of the ZMAP 2005-0035 Arcola Center-The Shops rezoning plan set prepared by christopher consultants, ltd., dated September 9, 2005 and revised through June 15, 2007. Minor adjustments to the locations of the proposed roads and improvements shown on the CDP shall be

permitted to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations. Special exception applications for future special exception uses may be filed by the Applicant and considered by the County without a Zoning Concept Plan Amendment application.

IV. TRANSPORTATION

A. Dulles South Parkway.

Dulles South Parkway shall be constructed as a 4-lane divided roadway section within a 120-foot wide right-of-way (expanded as necessary for turn lanes), with crossovers and an 8-foot wide pedestrian trail on the north side of the road, from Loudoun County Parkway to Hutchinson Farm Drive. Pedestrian crosswalks on Dulles South Parkway will be provided, subject to VDOT approval, at the Property's main entrance (the second entrance to the Property on Dulles South Parkway located west of Loudoun County Parkway) and at Hutchinson Farm Drive.

1. The approved Dulles Landing rezoning case (ZMAP 2004-0016) is responsible for the construction of Dulles South Parkway/Boulevard (North Collector Road) as a 4-lane divided roadway within a 120-foot wide right-of-way (expanded as necessary for turn lanes) from the northwest corner of the Dulles Landing property (opposite the Property's third access to the west of Loudoun County Parkway) to Loudoun County Parkway (Route 606) and must make a cash contribution to the County in the event this improvement is constructed by others. The Applicant has designed and obtained the necessary approvals for this improvement and has acquired and dedicated the required right-of-way. In the event Dulles Landing has not constructed this improvement, the Applicant may, at its sole discretion, construct this improvement, including an 8-foot wide pedestrian trail on the north side of the road, and request the County to reimburse the cost of construction from the Dulles Landing cash-in-lieu contribution. This improvement shall be constructed, including the construction of necessary turn lanes and traffic signals for the intersection at Loudoun County Parkway, and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the first occupancy permit for the Property and shall allow for the occupancy of up to 450,000 square feet of PD-CC(RC) uses on the Property.

2. Unless already constructed by the applicant of ZMAP 2006-0015, the Applicant shall construct Dulles South Parkway as a 4-lane divided roadway within a 120-foot wide right-of-way (expanded as necessary for turn lanes), with crossovers and an 8-foot wide pedestrian trail on the north side of the road, from Hutchinson Farm Drive to the western limit of the portion of Dulles South Parkway proffered by the approved Dulles Landing rezoning case (ZMAP 2004-0016), approximately to the Property's third access point west of Loudoun County Parkway, as shown on the CDP. The Applicant was responsible for and has completed the acquisition and dedication of right-of-way required for these improvements from the adjacent properties identified as PIN 163-29-1069 (Dulles Landing), PIN 162-17-2899 (Arcola LP), and PIN 163-36-7830 (N/F Hazout SA). These improvements shall be constructed and open for traffic prior to the issuance of the occupancy permit that represents more than 450,000 square feet of PD-CC(RC) uses on the Property and, together with the construction of the Hutchinson Farm Drive and Route 50 improvements noted below, shall allow for the occupancy of up to an additional 300,000 square feet of PD-CC(RC) uses on the Property.

B. Hutchinson Farm Drive.

Unless already constructed by the developer of ZMAP 2006-0015, the Applicant shall construct Hutchinson Farm Drive as a 4-lane undivided roadway within a 64-foot wide right-of-way (expanded as necessary for turn lanes) from Route 50 to Dulles South Parkway, as shown on the CDP, including a traffic signal and necessary turn lanes at the intersection of Route 50 and Hutchinson Farm Drive. These improvements shall be constructed and open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the occupancy permit that represents more than 450,000 square feet of PD-CC(RC) uses for the Property. The Applicant has acquired and has dedicated the right-of-way required for these improvements.

C. Route 50

The Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing property (PIN: 163-29-1069) to the western boundary of PIN: 163-36-7830 (N/F Hazout SA), including any required turn-lanes on Route 50 for Hutchinson Farm Drive, unless already constructed by the developer of ZMAP 2006-0015. These improvements shall be constructed and open for traffic, but not necessarily accepted for

maintenance by VDOT, within six months of the completion of the Route 50 improvements proffered by Dulles Landing (ZMAP 2004-0016) or prior to the issuance of the occupancy permit that represents more than 450,000 square feet of PD-CC(RC) uses for the Property, whichever occurs first.

D. Evergreen Mills Road (Route 621)

The Applicant shall improve Evergreen Mills Road in accordance with CPAP 2007-0107, including right-turn and left turn lanes at the Property's entrance on Evergreen Mills Road, and shall dedicate any additional right-of-way needed for the construction of the turn lanes. These improvements shall be constructed in conjunction with the construction of the Property's entrance on Evergreen Mills Road and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the occupancy permit that represents more than 600,000 square feet of PD-CC(RC) uses for the Property.

F. Construction of Improvements by Others

In the event that any improvements listed in IV. A through D above are constructed by a party other than the Applicant, its successor or assignee, or the developer of ZMAP 2006-0015, or, with respect to the improvements listed in IV. A above only, the developer of ZMAP 2004-0016, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual reasonable cost of said improvements. Such contribution shall be paid to Loudoun County at the time the Applicant's obligation to construct such improvements would occur under the terms of these proffers.

G. Signalization

The Applicant shall fund the warrant analyses for traffic signals at the following intersections:

- Route 50 and Hutchinson Farm Drive. [the warrant analysis for this signal has been submitted to and approved by VDOT]
- Hutchinson Farm Drive and Dulles South Parkway.

- Dulles South Parkway and Loudoun County Parkway (Route 606). [the warrant analysis for this signal has been submitted to and approved by VDOT]
- Dulles South Parkway and the Property's main entrance. [the warrant analysis for this signal has been submitted to and approved by VDOT]

The warrant analyses for these signals shall be submitted prior to the approval of the first site plan for the Property. If the analyses indicates that a signal is warranted, the Applicant shall submit construction plans for such signal and diligently pursue the approval of the same. Upon approval of the construction plans and the commencement of development on the Property, the Applicant shall bond the signal construction with VDOT and diligently pursue the same. In the event any of the intersections listed above is signalized by a party other than the Applicant, its successor or assignee, or the developer ZMAP 2006-0015, or the developer of ZMAP 2004-0016, the Applicant shall contribute to the County or its designee an amount equal to the cost of each signal, not to exceed \$200,000 each, for the purpose of funding other transportation improvements in the general vicinity of the Property as may be determined by the County. Said contributions, if required due to the installation of the signals by others, shall be paid within 90 days of the activation of said signals.

The approved Dulles Landing rezoning case (ZMAP 2004-0016) is responsible for the analysis, design and installation of traffic signals at the intersections of (i) Dulles South Parkway and Loudoun County Parkway (Route 606) and (ii) Dulles South Parkway and Dulles Landing Drive (the Property's main entrance), and must make a cash contribution to the County in the event these signals are constructed by others. In the event Dulles Landing has not installed these traffic signals, the Applicant may, at its sole discretion, construct these signals and request the County to reimburse the cost of construction from the Dulles Landing cash-in-lieu contribution.

J. Regional Road Contribution

The Applicant shall contribute \$2,700,000 to the County for regional road improvements that will benefit the Property, including the design and construction of a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606). Said contribution shall be paid in full to the County within three months of receipt of written notice from the County

confirming that a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606) either has (i) approved final design plans and 75% of the funding necessary to schedule the start of construction of the interchange or (ii) approved 30% design plans and 75% of the funding necessary to award a design/build contract for the interchange.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

SHOPS AT ARCOLA CENTER LLC
a Delaware limited liability company

BY: Arcola Limited Partnership
its manager

BY: Arcola GP LLC
its general partner

By: _____ (SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2011, by _____, as _____ of Arcola GP LLC, general partner of Arcola Limited Partnership, the manager of Shops at Arcola Center LLC.

Notary Public

My Commission Expires: _____

ARCOLA RESIDENTIAL DEVELOPMENT LLC
a Delaware limited liability company

BY: Arcola Limited Partnership
its manager

BY: Arcola GP, LLC
its general partner

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2011, by _____, as _____ of Arcola GP, LLC, general partner of Arcola Limited Partnership, the manager of Arcola Residential Development LLC.

Notary Public

My Commission Expires: _____

EVERGREEN COMMERCE CENTER, L.P.
a Virginia limited partnership

BY:

By: _____ (SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2011, by _____, as _____ of
Evergreen Commerce Center, L.P.

Notary Public

My Commission Expires: _____

ARCOLA CENTER, THE SHOPS

ZMCPAP 2005-0035 2009-0008

PROFFER STATEMENT

November 15, 2010

May 23, 2007

(as revised through June 15, 2007)

PREAMBLE

Shops at Arcola Limited Partnership Center LLC, as the owner of property described as Loudoun County Tax Map 101, Parcels 43A, ~~92 and 97~~, and Tax Map 101E ((1)) Parcels 5 and 6 (PIN: 163-27-3386, ~~163-49-1534, 162-17-2899, 162-19-6219 and 162-19-4928~~, respectively), together with ~~Evergreen Business Center, LP~~ Arcola Residential Development, LLC, as the owner of property described as Loudoun County Tax Map 101, ~~Parcels 95 and 96 (PIN: 162-29-8197 and 162-38-9607, respectively)~~ (Parcel 92 (PIN: 163-49-1534) and Evergreen Commerce Center, L.P., as the owner of property described as Loudoun County Tax Map 101, Parcel 96 (PIN: 162-38-9607) (the aforesaid properties being all portions of the referenced properties included in the Planned Development - Commercial Center, Regional Center, PD-CC-(RC) zoning district proposed by this approved under rezoning application ZMAP 2005-0035, Arcola Center - The Shops, as depicted on Sheet 2 of the Arcola Center - The Shops ZMAP 2005-0035 rezoning application plan set, and hereinafter referred to collectively as the "Property") (all referenced owners hereinafter collectively referred to as the "Applicant"), hereby voluntarily proffer, pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Sections 6-1200 and 6-1500, inclusive, of the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (the "Zoning Ordinance"), that in the event the Property is rezoned by the Board of Supervisors of Loudoun County, Virginia (hereinafter referred to as the "County"), to the Planned Development - Commercial Center, Regional Center, PD-CC-(RC) zoning district, as shown on the Arcola Center - The Shops rezoning plan set prepared by christopher consultants, ltd., dated September 9, 2005 and revised through June 15, 2007, with modifications pursuant to Section 6-1500 of the Zoning Ordinance as described in Exhibit A attached hereto and incorporated herein

~~by reference, the development of the Property will be in substantial conformity with the following terms and conditions. Said terms and conditions herein supersede all previous proffers and letters of clarification made with respect to the Property (specifically, ZMAP 1997-0004, Hazout North)development of the Property shall remain subject to the proffers, concept development plan and zoning ordinance modifications approved for ZMAP 2005-0035, Arcola Center – The Shops, except as said proffers are amended as set forth below. All proffers made herein are contingent upon the approval of ZCPA 2009-0008, Arcola Center – The Shops.~~

I. CONCEPT DEVELOPMENT PLAN

The Property shall be developed with PD-CC(RC) uses in substantial conformance with the approved Concept Development Plan (the "CDP"), ~~incorporated herein by reference as Exhibit B,~~ and identified as Sheets 5, 6, 7 and 8 of the aforementioned ZMAP 2005-0035 Arcola Center-The Shops rezoning plan set, prepared by christopher consultants, ltd., dated September 9, 2005 and revised through June 15, 2007. Minor adjustments to the locations of the proposed roads and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations. Special exception applications for future special exception uses may be filed by the Applicant and considered by the County without a Zoning Concept Plan Amendment application.

II. PROPOSED LAND USES

The development of the Property shall be limited to a total of 750,000 square feet of gross floor area for permitted and special exception PD-CC(RC) uses, including SPEX 2005-0045, submitted concurrently with this rezoning application, for hotel, automobile service station, bank with four drive-through service lanes, and outdoor sales area uses. Sidewalks of at least 5 feet in width shall be provided in conjunction with each site plan to provide safe and convenient pedestrian access between the buildings and parking areas.

III. BUILDING/SITE DESIGN

A. Commercial Owners Association and Unified Architectural Control

The Property will be subject to a Commercial Owners Association (the "COA") that will establish architectural guidelines, design standards and review procedures, in accordance with the proposed design guidelines dated April 27, 2007 entitled "Design Guidelines for ZMAP 2005-0035, Arcola Center-The Shops" prepared by Buchanan Partners ("Design Guidelines") and included as Exhibit C. The Design Guidelines will control items such as compatibility of building materials and appearance, colors, signage, landscaping, parking lot lighting, and appropriate screening, buffering and setbacks for every parcel and building. The COA documents will be submitted to the County for review and approval and the COA will be established prior to the approval of the first subdivision or the issuance of the first occupancy permit, whichever is first in time, for the Property. In addition to the above-referenced architectural control, the COA shall set forth the responsibilities for the maintenance of storm water management facilities, landscaping and open space areas, and for snow removal from private streets and parking areas, and trash removal services for the Property.

B. Site Lighting

All lighting fixtures used in parking areas and on building exteriors shall be fully shielded, directed inward and downward, and designed to prevent glare on adjacent properties and public streets. The maximum average illumination for parking lots and for structured parking shall be 3 foot candles and the maximum average illumination for exterior building lighting, including security lighting, shall be 5 foot candles.

C. Pedestrian/Bicycle Accommodations

The development of the Property shall include pedestrian links to the adjacent Arcola Center property (pending ZMAP 2006-0015), as shown on the CDP. The Applicant shall provide crosswalks on public streets and pedestrian-activated traffic signals at the Property's main entrance on Dulles South Parkway and at the intersection of Dulles South Parkway and Hutchinson Farm Drive, all subject to VDOT approval. The Applicant shall provide prior to the issuance of the first occupancy permit for the Property a minimum of three bicycle racks, each

rack to hold at least six bicycles, within the Property in locations to be determined by the Applicant.

IV. TRANSPORTATION

A. Dulles South Parkway. ~~The Applicant shall dedicate the right of way for and~~
~~construct Dulles South Parkway shall be constructed~~ as a 4-lane divided roadway section within a
120-foot wide right-of-way (expanded as necessary for turn lanes), with crossovers and an 8-foot
wide pedestrian trail on the north side of the road, from ~~Hutchinson Farm Drive to the Property's~~
~~main entrance (the second access to the west of Loudoun County Parkway, as shown on the~~
~~CDP). These improvements shall be bonded prior to the issuance of the first zoning permit for~~
~~the Property and shall be constructed and open for traffic prior to the issuance of the first~~
~~occupancy permit for the Property.~~ Loudoun County Parkway to Hutchinson Farm Drive.
Pedestrian crosswalks on Dulles South Parkway will be provided, subject to VDOT approval, at
the Property's main entrance (the second entrance to the Property on Dulles South Parkway
located west of Loudoun County Parkway) and at Hutchinson Farm Drive. ~~The Applicant shall~~
~~be responsible for the acquisition of any right of way required for these improvements from the~~
~~adjacent properties identified as PIN 163-29-1069 (Dulles Landing) and 163-36-7830 (Hazout~~
~~SA).~~

~~In the event the~~ 1. The approved Dulles Landing rezoning case (ZMAP 2004-
0016) is not approved, the Applicant shall also construct responsible for the construction of
Dulles South Parkway/Boulevard (North Collector Road) as a 4-lane divided roadway within a
120-foot wide right-of-way (expanded as necessary for turn lanes) from the northwest corner of
the Dulles Landing property (opposite the Property's third access to the west of Loudoun County
Parkway) to Loudoun County Parkway (Route 606) and must make a cash contribution to the
County in the event this improvement is constructed by others. The Applicant has designed and
obtained the necessary approvals for this improvement and has acquired and dedicated the
required right-of-way. In the event Dulles Landing has not constructed this improvement, the
Applicant may, at its sole discretion, construct this improvement, including an 8-foot wide
pedestrian trail on the north side of the road, and request the County to reimburse the cost of
construction from the Dulles Landing cash-in-lieu contribution. This improvement shall be

constructed, including the construction of necessary turn lanes and traffic signals for the intersection at Loudoun County Parkway, and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the first occupancy permit for the Property and shall allow for the occupancy of up to 450,000 square feet of PD-CC(RC) uses on the Property.

2. Unless already constructed by the applicant of ZMAP 2006-0015, the Applicant shall construct Dulles South Parkway as a 4-lane divided roadway within a 120-foot wide right-of-way (expanded as necessary for turn lanes), with crossovers and an 8-foot wide pedestrian trail on the north side of the road, from the Property's main entrance to Hutchinson Farm Drive to the western limit of the portion of Dulles South Parkway proffered by the approved Dulles Landing rezoning case (ZMAP 2004-0016), approximately to the Property's third access point west of Loudoun County Parkway, as shown on the CDP. The Applicant shall be ~~was~~ responsible for and has completed the acquisition and dedication of any right-of-way required for these improvements from the adjacent properties identified as PIN 163-29-1069 (Dulles Landing) and 067-37-9924 (Metropolitan Washington Airports Authority), PIN 162-17-2899 (Arcola LP), and PIN 163-36-7830 (N/E Hazout SA). These improvements shall be constructed and open for traffic prior to the issuance of the occupancy permit that represents more than 450,000 square feet of PD-CC(RC) uses on the Property and, together with the construction of the Hutchinson Farm Drive and Route 50 improvements noted below, shall allow for the occupancy of up to an additional 300,000 square feet of PD-CC(RC) uses on the Property.

B. Hutchinson Farm Drive. The ~~Unless already constructed by the developer of ZMAP 2006-0015, the~~ Applicant shall construct Hutchinson Farm Drive as a 4-lane undivided roadway within a 64-foot wide right-of-way (expanded as necessary for turn lanes) from Route 50 to Dulles South Parkway, as shown on the CDP, including a traffic signal and necessary turn lanes at the intersection of Route 50 and Hutchinson Farm Drive. These improvements shall be ~~banded prior to the issuance of the first zoning permit for the Property, and shall be constructed and open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the first occupancy permit that represents more than 450,000 square feet of PD-CC(RC) uses~~

for the Property. The Applicant has acquired and has dedicated the right-of-way required for these improvements.

C. Route 50

The Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing property (~~pending ZMAP 2004-0016 and PIN: 163-29-1069~~) to the western boundary of PIN 163-36-7830 (Hazout SA), including any required turn-lanes on Route 50 for Hutchinson Farm Drive, unless already constructed by the developer of ZMAP 2006-0015. These improvements shall be ~~bonded prior to the issuance of the first zoning permit for the Property, and shall be constructed and open for traffic, but not necessarily accepted for maintenance by VDOT, within six months of the completion of the Route 50 improvements proffered by Dulles Landing (ZMAP 2004-0016) or prior to the issuance of the first occupancy permit that represents more than 450,000 square feet of PD-CC(RC) uses for the Property, whichever occurs first.~~

D. Evergreen Mills Road (Route 621)

The Applicant shall improve Evergreen Mills Road ~~within accordance with CPAP 2007-0107, including~~ right-turn and left turn lanes at the Property's entrance on Evergreen Mills Road, and shall dedicate any additional right-of-way needed for the construction of the turn lanes. These improvements shall be ~~bonded prior to the issuance of the first zoning permit for constructed in conjunction with the construction of the Property's entrance on Evergreen Mills Road and shall be constructed and open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the first occupancy permit that represents more than 600,000 square feet of PD-CC(RC) uses for the Property.~~

E. Advance Right-of-Way Dedication

In the event that Loudoun County, VDOT or others desire to construct the improvements proffered in IV. A or B above prior to the Applicant's construction schedule, the Applicant shall, within 90 days of receipt of a written request by the County, execute plats and deeds prepared by others for any required right-of-way dedication and associated easements within the Property, and return said plats and deeds to the applicable party for recordation.

F. Construction of Improvements by Others

In the event that any improvements listed in IV. A through D above are constructed by a party other than the Applicant, its successor or assignee, or the ~~applicant/developer of pending~~ ZMAP 2006-0015, or, with respect to the improvements listed in IV.A above only, the ~~applicant/developer of pending~~ ZMAP 2004-0016, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual reasonable cost of said improvements. Such contribution shall be paid to Loudoun County at the time the Applicant's obligation to construct such improvements would occur under the terms of these proffers.

G. Signalization

The Applicant shall fund the warrant analyses, ~~design and installation of~~ for traffic signals at the following intersections:

- Route 50 and Hutchinson Farm Drive. [the warrant analysis for this signal has been submitted to and approved by VDOT]
- Hutchinson Farm Drive and Dulles South Parkway.
- Dulles South Parkway and Loudoun County Parkway (Route 606). [the warrant analysis for this signal has been submitted to and approved by VDOT]
- Dulles South Parkway and the Property's main entrance. [the warrant analysis for this signal has been submitted to and approved by VDOT]

The warrant analyses for these signals shall be submitted prior to the approval of the first site plan for the Property. If the analyses indicates that a signal is warranted, the Applicant shall submit construction plans for such signal and diligently pursue the approval of the same. Upon approval of the construction plans and the commencement of development on the Property, the Applicant shall bond the signal construction with VDOT and diligently pursue the same. In the event any of the intersections listed above is signalized by a party other than the Applicant, its

successor or assignee, ~~or the applicant/developer of pending ZMAP 2006-0015, or, with respect to the signals on Dulles South Parkway only, the applicant of pending the developer of ZMAP 2004-0016,~~ the Applicant shall contribute to the County or its designee an amount equal to the cost of each signal, not to exceed \$200,000 each, for the purpose of funding other transportation improvements in the general vicinity of the Property as may be determined by the County. Said contributions, if required due to the installation of the signals by others, shall be paid within 90 days of the activation of said signals.

The approved Dulles Landing rezoning case (ZMAP 2004-0016) is responsible for the analysis, design and installation of traffic signals at the intersections of (i) Dulles South Parkway and Loudoun County Parkway (Route 606) and (ii) Dulles South Parkway and Dulles Landing Drive (the Property's main entrance), and must make a cash contribution to the County in the event these signals are constructed by others. In the event Dulles Landing has not installed these traffic signals, the Applicant may, at its sole discretion, construct these signals and request the County to reimburse the cost of construction from the Dulles Landing cash-in-lieu contribution.

H. Acquisition of Off-Site Right-of-Way and Easements

The Applicant shall make good faith efforts to acquire off-site right-of-way and/or easements necessary for the construction of the off-site road improvements proffered herein. Where right-of-way and/or easements necessary for proffered road improvements cannot be obtained, despite such good faith efforts, either (i) voluntarily through donation or proffer to the County, or (ii) through purchase by the Applicant at a good faith reasonable price, the Applicant shall request that the County acquire such right-of-way and/or easements by appropriate eminent domain proceedings by the County, with all costs associated with the eminent domain proceedings to be borne by the Applicant, including, but not limited to, land acquisition costs. The initiation of such eminent domain proceedings is solely at the discretion of the County.

If the necessary right-of-way or easements cannot be acquired by the Applicant and the County chooses not to exercise its right of eminent domain, the Applicant shall be released from the obligation to acquire such right-of-way. If the County elects to defer its exercise of eminent domain, then the Applicant's proffer requiring such acquisition or construction shall likewise be

deferred. It is understood that the County will, in its sole discretion, seek said right-of-way and off-site improvements from other landowners as development occurs.

I. Park and Ride Facility

The Applicant shall construct a parking area of 100 spaces for use as a temporary public "Park and Ride" facility until a permanent 200 space facility is constructed within the Applicant's adjacent Arcola Center project, pending ZMAP 2006-0015, or at another location approved by the County. This temporary facility may be constructed on the Property or on other property owned by the Applicant located within 4,000 feet of Loudoun County Parkway between Route 50 and Route 621 Relocated. The Park and Ride facility shall be designed and bonded prior to the issuance of the zoning permit that represents a cumulative floor area in excess of 350,000 square feet for the Property. The Park and Ride facility shall be constructed and open for use prior to the issuance of the zoning permit that represents a cumulative floor area in excess of 650,000 square feet for the Property.

J. Regional Road Contribution

The Applicant shall contribute \$2,700,000 to the County for regional road improvements that will benefit the Property, including the design and construction of a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606). Said contribution shall be paid to the County in two parts: ~~\$1,300,000 shall be paid with the issuance of the zoning permit for the Property that represents a cumulative floor area in excess of 350,000 square feet, and \$1,400,000 shall be paid with the issuance of the zoning permit for the Property that represents a cumulative floor area in excess of 650,000 square feet. Notwithstanding the above, in the event the County and VDOT have approved final design plans for in full to the County within three months of receipt of written notice from the County confirming that a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606) prior to the payment of either or both of the above-referenced contributions, the Applicant shall, within 90 days of the written request of the County, pay to the County the un-paid balance of the \$2,700,000 contribution either~~

has (i) approved final design plans and 75% of the funding necessary to schedule the start of construction of the interchange or (ii) approved 30% design plans and 75% of the funding necessary to award a design/build contract for the interchange.

V. ENVIRONMENTAL

A. Storm Water Management

In the event that the off-site SWM/BMP ponds designed to serve the Property are not operational prior to the issuance of the first occupancy permit for the Property, the Applicant shall design and construct temporary SWM/BMP facilities to serve the Property in locations approved by the County consistent with the design standards of the Facilities Standards Manual prior to the issuance of the first occupancy permit. Subject to engineering feasibility, the Applicant will explore and implement options to augment the Property's storm water management and best management practice facilities with Low-Impact Development measures, such as, but not limited to, vegetated swales and/or bioretention facilities, to enhance water quality.

B. Wetlands Mitigation

In the event that wetland mitigation is required for the development of the Property, the Applicant shall, subject to the approval of the Corps of Engineers, utilize available Loudoun County mitigation sites before pursuing mitigation sites located in other jurisdictions.

C. Geographic Information System (GIS Information)

The Applicant will provide digital data to the County for the Property's approved wetland delineation prior to the approval of the initial site plan for the Property.

D. Recycling

The Applicant will ensure that the Loudoun County litter control regulations are adhered to during the construction phase of the project. Any pre-existing solid waste on the Property will be removed and properly disposed/recycled at the expense of the Applicant and not the County. All buildings will include adequate storage space for solid waste and recyclable materials.

VI. EMERGENCY SERVICES

A. Fire and Rescue Contribution

At the time of the issuance of each zoning permit for buildings on the Property, a one-time contribution of \$0.15 per gross square foot of non-residential floor area shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Said contribution shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"). Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as incorporated volunteer companies no longer provide the primary fire and rescue service to the Property, the obligation to make the contributions listed within this paragraph shall cease. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

B. Emergency Vehicle Access

The Applicant shall provide all-weather, gravel compacted access for emergency vehicles, acceptable to the Fire Marshall, to all portions of the Property under construction.

VII. ESCALATOR

Unless otherwise specified, all cash contributions enumerated in these proffers shall be subject to an annual escalator based on the CPI with a base year of 2007. This escalator shall take effect on January 1 of 2008 and change effective each January 1 thereafter.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

~~PARTNERSHIP~~ CENTER LLC
a Delaware limited partnership

SHOPS AT ARCOLA LIMITED

BY: ~~Great Point Arcola Limited Partnership~~
its manager

BY: Arcola GP, LLC
its general partner

By: _____ (SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, ~~2007, 2011~~, by _____, as _____ of ~~Great Point Arcola GP, LLC~~, general partner of Arcola Limited Partnership, the manager of Shops at Arcola Center LLC.

Notary Public

My Commission Expires:

ARCOLA RESIDENTIAL DEVELOPMENT LLC
a Delaware limited partnership

BY: Arcola Limited Partnership
its manager

BY: Arcola GP, LLC
its general partner

By: _____ (SEAL)

Name: _____

Title: _____

STATE OF

)

) to-wit:

COUNTY/CITY OF

)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2011, by _____ as _____ of Arcola GP, LLC, general partner of Arcola Limited Partnership, the manager of Arcola Residential Development LLC.

Notary Public

My Commission Expires: _____

